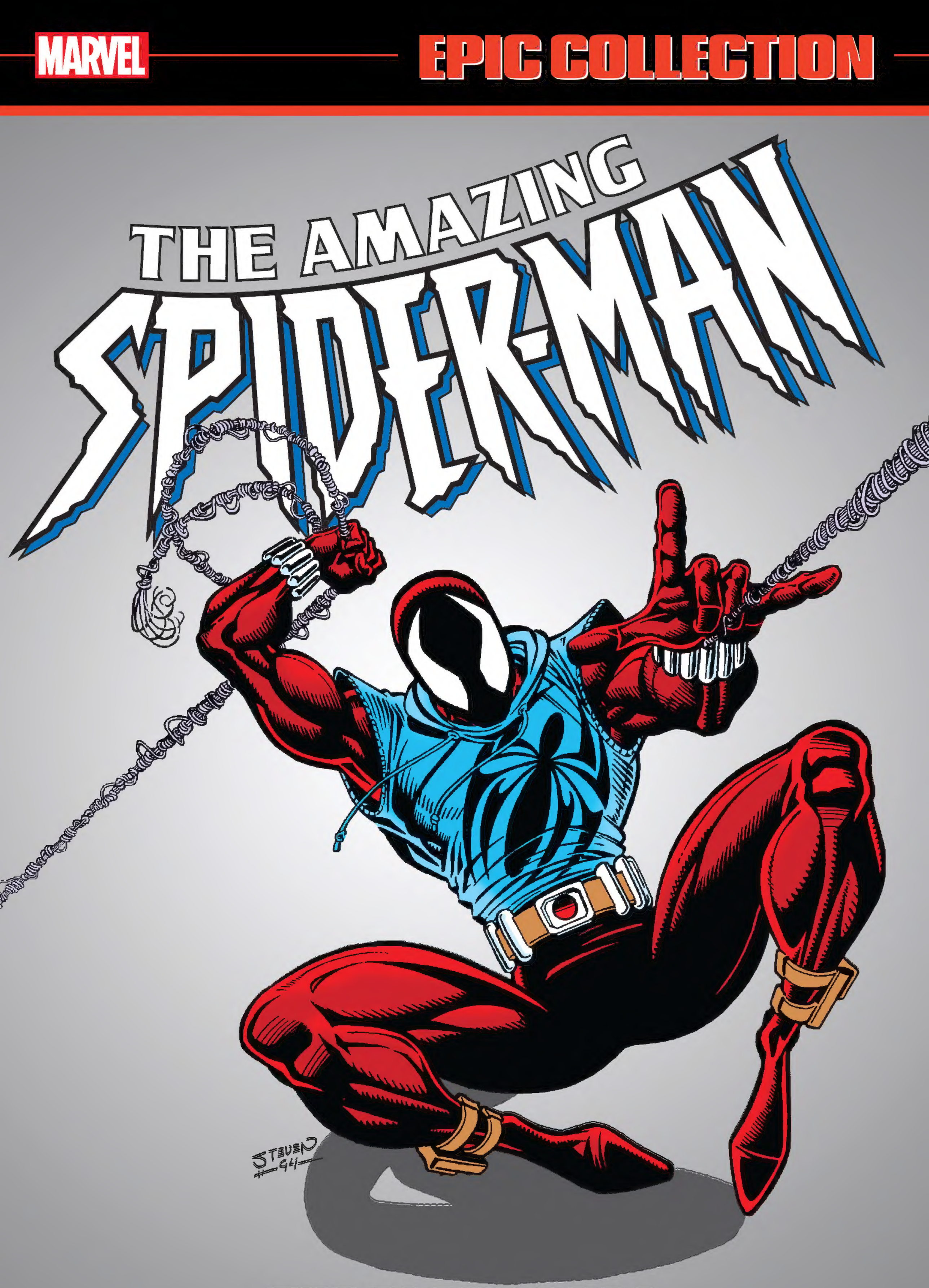
MARVEL

EPIC COLLECTION

THE AMAZING SPIDER-MAN



THE CLONE SAGA

KAVANAGH • DeMATTEIS • MACKIE • DeFALCO
LYLE • BUTLER • BAGLEY • BUSCEMA • SHARP

EPIC COLLECTION

THE AMAZING SPIDER-MAN

THE CLONE SAGA

VOLUME 27

1994

WEB OF SPIDER-MAN #117-119, AMAZING SPIDER-MAN #394-396, SPIDER-MAN #51-53, SPECTACULAR SPIDER-MAN #217-219 AND *SPIDER-MAN UNLIMITED #7*

AMAZING SPIDER-MAN

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THE CLONE SAGA

EXCERPTS FROM
WEB OF SPIDER-MAN #114-116,
AMAZING SPIDER-MAN #391 & #393,
SPIDER-MAN #48-50 AND
SPECTACULAR SPIDER-MAN #215-216,
JULY-SEPTEMBER 1994

WEB OF SPIDER-MAN #117, OCTOBER 1994
"POWER AND RESPONSIBILITY, PART 1 OF 4: SHADOW RISING"

AMAZING SPIDER-MAN #394, OCTOBER 1994
"POWER AND RESPONSIBILITY, PART TWO: BREAKDOWN!"

SPIDER-MAN #51, OCTOBER 1994
"A HEARTBEAT AWAY! POWER AND RESPONSIBILITY, PART 3 OF 4"

SPECTACULAR SPIDER-MAN #217, OCTOBER 1994
"POWER AND RESPONSIBILITY, PART 4 OF 4: HIGHER GROUND!"

WEB OF SPIDER-MAN #117, OCTOBER 1994
"THE DOUBLE, PART ONE: BORN AGAIN!"

AMAZING SPIDER-MAN #394, OCTOBER 1994
"THE DOUBLE, PART TWO: NO ESCAPE"

SPIDER-MAN #51, OCTOBER 1994
"THE DOUBLE, PART 3: WHO AM I?"

SPECTACULAR SPIDER-MAN #217, OCTOBER 1994
"THE DOUBLE, PART FOUR: THE BURIAL"

WEB OF SPIDER-MAN #118, NOVEMBER 1994
"THE EXILE RETURNS, PART ONE OF FOUR: MEMORIES"

SPIDER-MAN #52, NOVEMBER 1994
"DEADLINE"

WEB OF SPIDER-MAN #119, DECEMBER 1994
"THE EXILE RETURNS, PART 3: ECHOES OF SILENCE"

SPIDER-MAN #53, DECEMBER 1994
"GATHERING STORMS"

SPIDER-MAN UNLIMITED #7, NOVEMBER 1994
"SECOND RATE CHOICES"
"A CONFLICT OF INTERESTS!"
"TO PROTECT AND SERVE"

AMAZING SPIDER-MAN #395, NOVEMBER 1994
"BACK FROM THE EDGE, PART ONE: OUTCASTS!"

SPECTACULAR SPIDER-MAN #218, NOVEMBER 1994
"BACK FROM THE EDGE — PART 2: WHEN MONSTERS ROAM!"

AMAZING SPIDER-MAN #396, DECEMBER 1994
"BACK FROM THE EDGE, PART THREE: DEADMEN"

SPECTACULAR SPIDER-MAN #219, DECEMBER 1994
"TWO OF A KIND"

YEARS AGO, THE VILLAIN KNOWN AS THE JACKAL TURNED SPIDER-MAN'S LIFE UPSIDE DOWN.

Professor Miles Warren, Peter Parker's biochemistry teacher at Empire State University, had secretly fallen in love with another of his students — Peter's girlfriend, Gwen Stacy. When Gwen was killed during a battle between Spider-Man and the Green Goblin, Warren snapped. Blaming Spider-Man for Gwen's death, he began experimenting with human cloning in the crazed hope of resurrecting her.

Becoming the villainous Jackal, Warren learned of Spider-Man's identity as Peter Parker and plotted an intricate revenge. The Jackal successfully created clones of both Gwen and Peter, and reunited "Gwen" with the original Peter Parker to confuse and destabilize him. The Jackal then kidnapped Peter's friend Ned Leeds and forced Spider-Man to battle his own clone — who had been conditioned to believe that he was Spider-Man as well.

The two Spider-Men fought as a ticking time bomb threatened Ned's life — but in the timer's final seconds, the Jackal's sanity returned and he freed Ned. The bomb exploded, apparently killing both the Jackal and the Spider-Man clone. Gwen Stacy's clone departed to make a new life for herself, and Spider-Man dumped his clone's corpse down the smokestack of an incinerator plant, hoping to destroy it.

Several years later, after Peter had married Mary Jane Watson, he discovered evidence that the Jackal had not created true clones, but instead used a genetic virus to transform two people named Joyce Delaney and Anthony Serba into pseudo-clones of Gwen and Peter. Gwen's clone briefly returned and was given Delaney's memories during a confrontation with the High Evolutionary, but Spider-Man remained uncertain about the full truth of these revelations.

Recently, Spider-Man has been pushed to the brink of a nervous breakdown. Harry Osborn, the second Green Goblin, conspired with the Chameleon to create cyborg replicas of Peter's dead parents, Richard and Mary. Peter was overjoyed when his parents "returned," and deeply shaken when they were revealed to be fakes. Peter retreated from the pain of his personal life by hiding behind the mask of "the Spider" — fighting crime nonstop and treating Peter Parker as almost a separate person. He threw himself into battle against foes like Shriek and the Scorpion with an angry resolve, and accidentally used his full strength against a normal human, Phillip Cussler — wracking "the Spider" with even more angst.

The betrayal of Peter's "parents" and his emotional retreat had hurt his family as well. Mary Jane, feeling abandoned and embittered, exchanged harsh words with Aunt May. But May, also deeply stressed about the false Parkers, had one secret source of solace: sporadic phone calls from a stranger who had befriended her...

Follow this stranger's journey back to New York in these excerpts from *Web of Spider-Man #114-116*, *Amazing Spider-Man #391 & #393*, *Spider-Man #48-50* and *Spectacular Spider-Man #215-216*...

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SO TIRED ALREADY TODAY...

...AND I'VE BARELY BEGUN TO *CATCH UP* ON MY ERRANDS.

HAVEN'T BEEN ABLE TO SLEEP THROUGH THE NIGHT SINCE THOSE AWFUL PEOPLE *INVADED* OUR LIVES--

--CLAIMING TO BE PETER'S LONG-DEAD PARENTS--

--BUT I'M EVEN MORE *WORRIED* ABOUT MY ONLY *NEPHEW* NOW THAT THE IMPOSTORS HAVE DISAPPEARED AGAIN.*

PETER AND MARY JANE ARE HAVING ENOUGH TROUBLE DEALING WITH THE TRUTH...

*SEE AMAZING SPIDER MAN #'S 386-388 FOR ALL THE THRILLING DETAILS.--ERIC

...AND IF I DON'T KEEP *BUSY*, I'M AFRAID I'LL--

BRINNG BRINNG

HELLO...?

YES, THIS IS MAY PARKER... BUT THERE'S SO MUCH STATIC--

OH...IT'S *YOU*, DEAR.

SEEMS LIKE AGES SINCE WE LAST *CHATTED*...

...WHERE ARE YOU CALLING FROM THIS TIME?

THAT FAR, DEAR?

BUT I WAS HOPING YOUR TRAVELS WOULD BRING YOU TO NEW YORK SOON SO WE COULD FINALLY MEET IN PERSON.

I'VE BEEN ANXIOUS TO INTRODUCE YOU TO MY NEPHEW WHO WORKS AT THE--

DAILY BUGLE
THE PICTURE NEWSPAPER

MURDER AT THE BUGLE

BY BETTY BRANT

LANCE BANNON

--DAILY BUGLE--?

I'M S-SORRY...

...I REALLY MUST HANG UP NOW--

SPORTS

"--PETER MIGHT NEED ME AGAIN."

THERE'S TROUBLE IN THE PARKER FAMILY...

TERSE GOODBYE WASN'T LIKE HER AT ALL...

...AND I HAVEN'T HEARD SO MUCH TENSION IN HER VOICE SINCE WE FIRST "CONNECTED".

Some time later...

IN QUEENS, GOODBYES ARE SAID. MARY JANE OFFERS TO STAY; MAY DECLINES.

BOTH FEEL AWKWARD, UNCOMFORT-ABLE...

...SADDENED BY THE WORDS THAT PASSED BETWEEN THEM THIS MORNING.

RELUCTANTLY, MARY JANE HEADS OFF TOWARD THE SUBWAY, WHILE, WITH EQUAL RELUCTANCE, MAY CLOSES THE DOOR.

DESPITE THE GENTLENESS OF HER TOUCH, IT SEEMS TO SLAM WITH A HARSH FINALITY.

ALONE AGAIN.

FOR ALL THE FRIEND-SHIPS, ALL THE BUSY-WORK, SHE'S FELT SO ALONE IN THE YEARS SINCE BEN DIED.

EVEN WITH NATHAN--AND SHE'S ASHAMED TO EVEN THINK IT-- THERE WAS AN EMPTINESS. A VOID THAT ONLY BEN KNEW HOW TO FILL.

BEN... AND ONE OTHER PERSON.

PETER.

SHE WANTS TO RUSH TO THE PHONE, CALL HIM, TELL HIM EVERYTHING THAT'S HAPPENED. BUT SHE KNOWS (MARY JANE DIDN'T HAVE TO TELL HER!) HOW UPSET HE IS...

...HOW WOUNDED BY WHAT "RICHARD" AND "MARY" DID.

NO, SHE DECIDES. IT'S BEST NOT TO BURDEN HIM.

SHE'LL HANDLE THIS BY HERSELF. SHE DID IT BEFORE BEN. SHE'S BEEN DOING IT SINCE.

SHE CAN DO IT...

...NOW?

IT HAPPENS AGAIN: THE NUMBNESS. THE TINGLING. THE SUD-DEN BLURRING OF HER VISION.

THE WAVE OF DIZZINESS RUSHING UP AND OUT FROM THE DEEPEST PART OF HER.

NO! SHE THINKS.

I HAVE TO BE STRONG! PETER NEEDS ME!

SHE DIDN'T MAKE IT TO THE SUBWAY STATION. HALFWAY THERE SHE TURNED AROUND.

AUNT MAY...?

NOT TO RESUME THE MORNING'S DISCUSSION (SHE KNOWS THERE'S NO POINT TO THAT)...

...BUT JUST TO SPEND MORE TIME WITH MAY. TO LET HER KNOW, WITHOUT ANY WORDS, THAT SHE'S THERE FOR HER. AND SHE ALWAYS WILL BE.

I HAD A GREAT IDEA. LET'S YOU 'N' ME HAVE OURSELVES A GIRLS' DAY OUT.

Y'KNOW... DO SOME SHOPPING... TAKE IN A MOVIE... HAVE DINNER TOGETHER--!

AND MAYBE... JUST MAYBE... MAY WILL OPEN UP, LET OUT SOME OF THAT PAIN SHE'S BEEN HOLDING IN FOR SO LONG.

MAY-- YOU IN THERE?

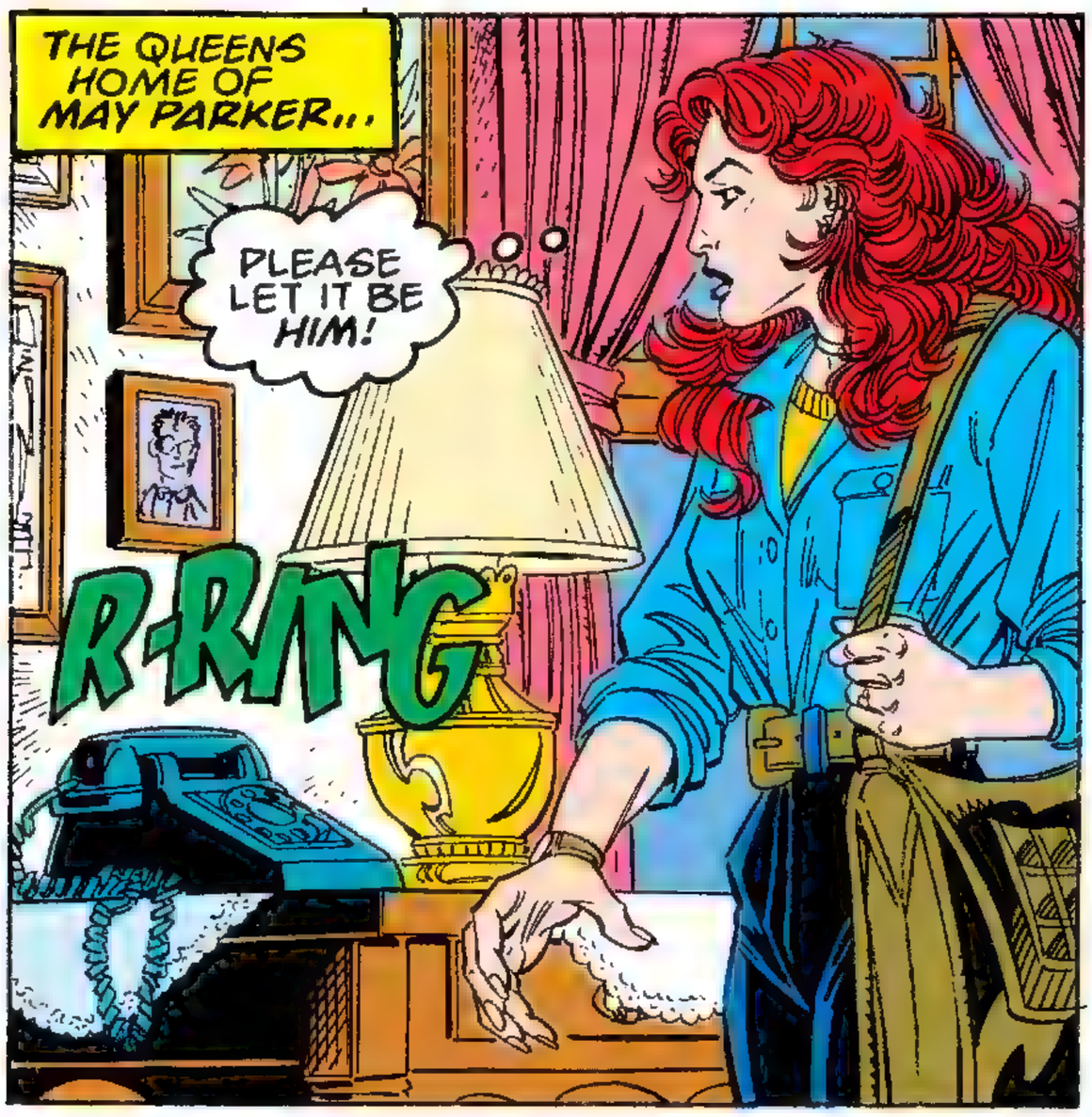
GOD, I HOPE SHE DOES, MARY JANE THINKS.

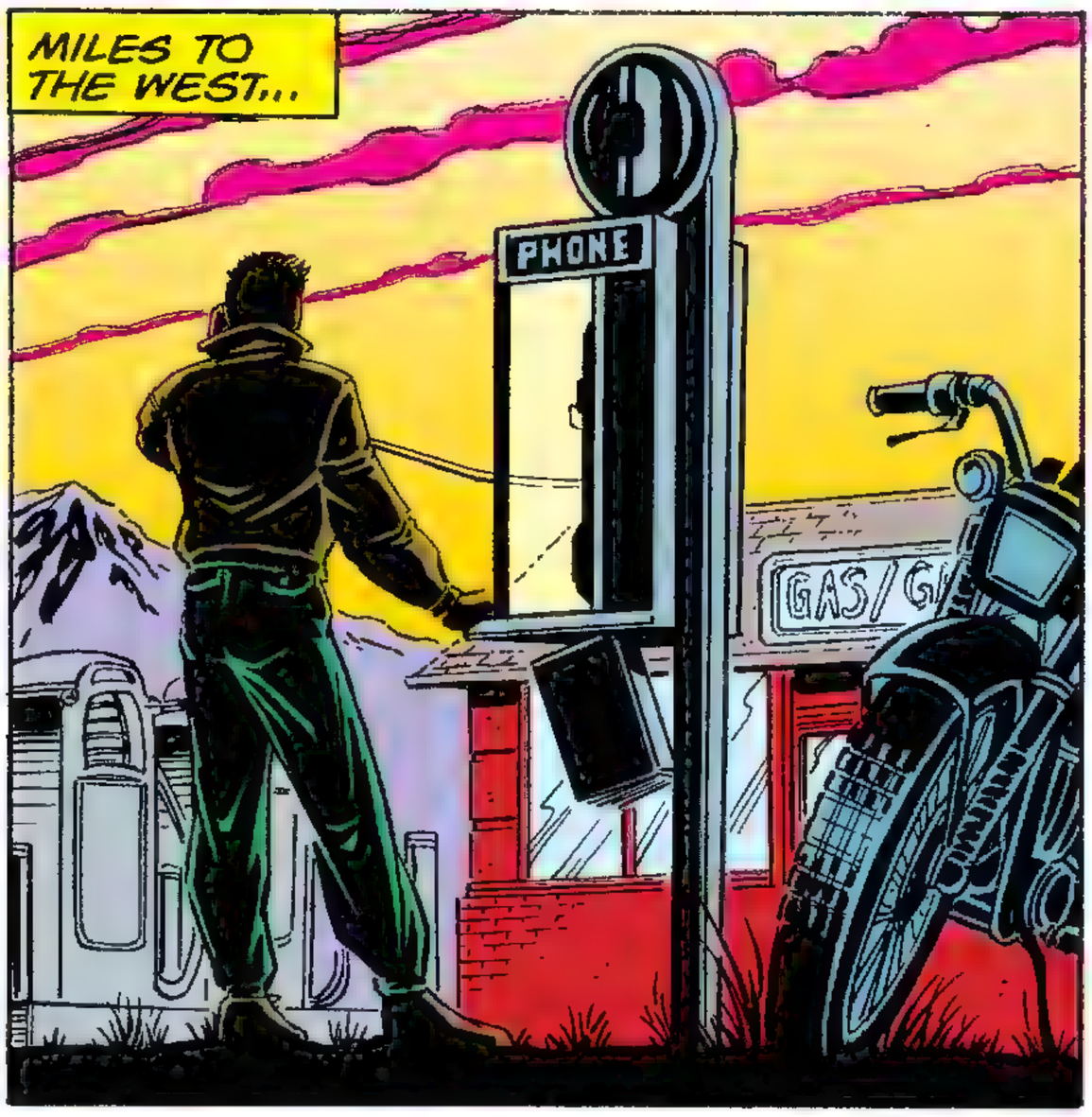
THE FUSE IS BURNING--AND I HAVE TO DO SOMETHING TO HELP HER BEFORE THE BOMB...

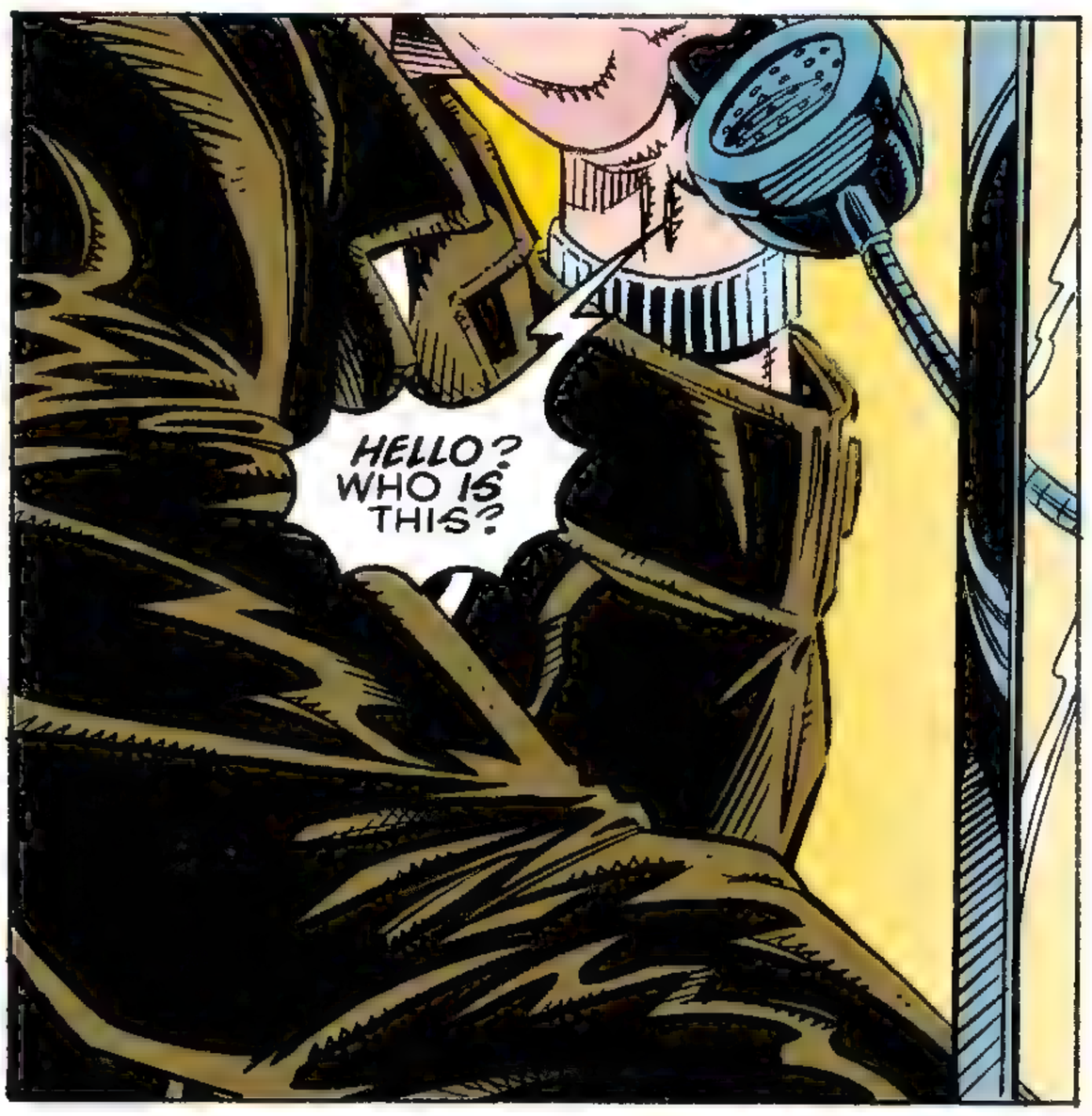
IF YOU THINK SPIDER-MAN'S OVER THE EDGE NOW--
JUST WAIT TILL NEXT ISSUE: SHRIEKING, PART 3:
PETER PARKER NO MORE!

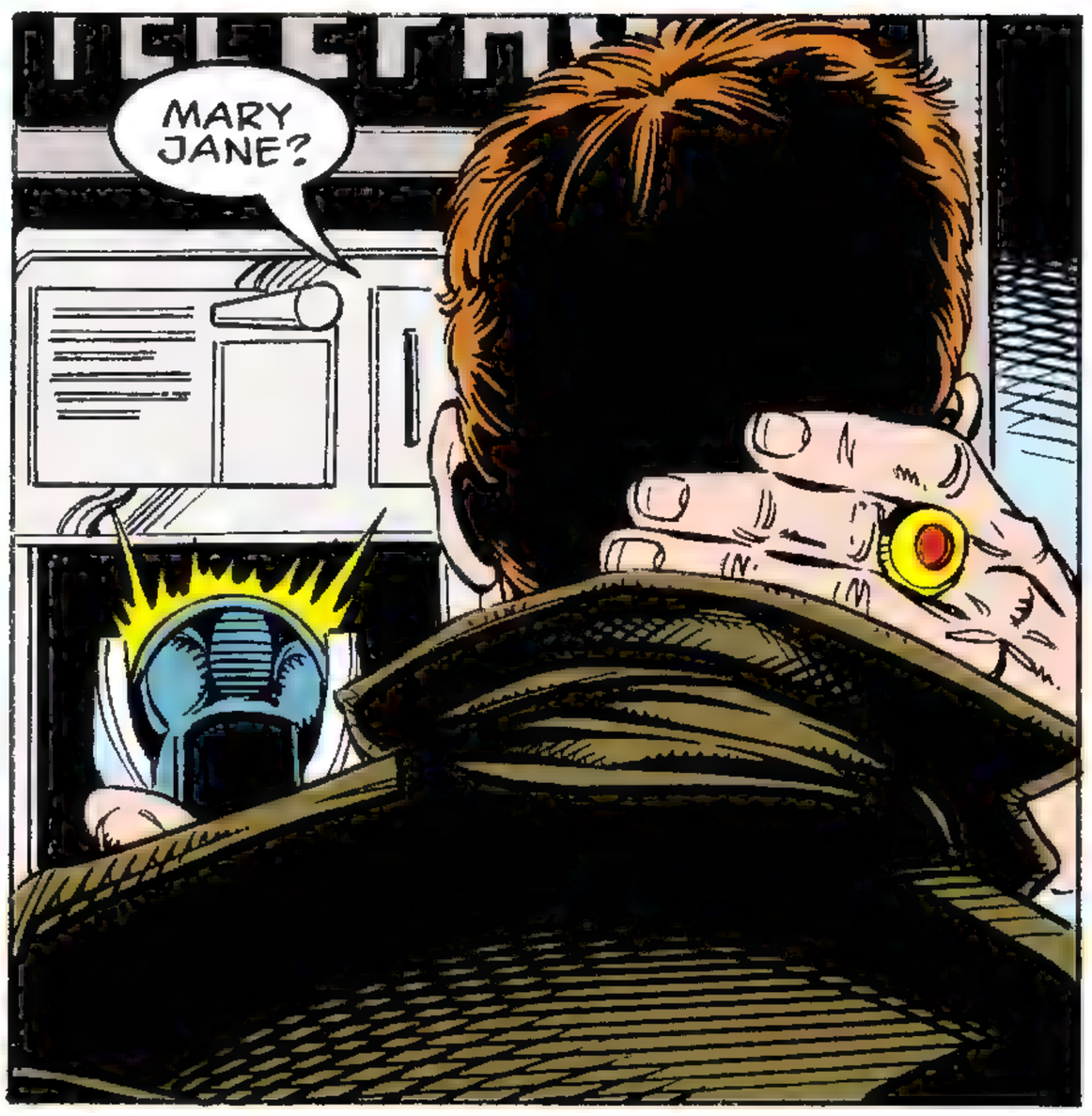
...EXPLODES!

Some time later...









* SEE AMAZING #391 -- STILL ON SALE. -- D.F.

ONLY A COMMUTER BRIDGE AWAY...

...THE PARKER RESIDENCE WILL NEVER BE THE SAME AGAIN.

RING

RING

RING

HELLO, PETER--?

HELLO...?

IS ANYONE THERE...?

PETER PLEASE--

"EXCUSE ME, M-MISS..."

...I APOLOGIZE FOR THE LONG-DISTANCE CONNECTION.

I'M ... AN OLD FRIEND OF THE FAMILY'S WHO'S BEEN TRYING TO REACH MAY PARKER--

"I'M SO SORRY..."

...BUT I'M WAITING FOR A CALL FROM MY HUSBAND, SO I NEED TO FREE UP THE PHONE

YOU'LL HAVE TO CONTACT FOREST HILLS HOSPITAL...

"...FOR THE DETAILS--"

NO!

SKRUNCH!

NOT MAY...

...NOT MAY!

WHO IS THIS MAN? WHERE IS HE HEADING? FOR THE NEXT TANTALIZING CLUE, CHECK OUT SPIDER-MAN #49. ON SALE IN TWO WEEKS

YOU MEAN HE UP AND *LEFT*? JUST LIKE THAT?

YEP. CAME IN THIS MORNING COLLECTED HIS PAY AND SAID HE'D BE TAKING OFF BEFORE SUNDOWN.

HE WAS A GOOD WORKER. KEPT TO HIMSELF, BUT DID HIS JOB REAL GOOD. I'M GOIN' TO MISS THE GUY.

SAY, WHERE'S HE HEADIN' IN SUCH A HURRY?

SOME-WHERE BACK EAST. NEW YORK CITY, I THINK.

SAID IT WAS SOME KIND OF EMERGENCY...

SOMEONE CLOSE TO HIM HAD A STROKE OR SOME-THIN'!

"POOR, GUY. HOPE EVERYTHIN' TURNS OUT ALL RIGHT."

THE MYSTERY CONTINUES IN SPEC #215!

NOON.

REPORTS ARE COMING IN FROM ALL OVER THAT THE SCORPION'S UP TO HIS OLD TRICKS AGAIN...

...I'M LESS THAN PLEASED.

I'VE SEEN ENOUGH OF THAT MANIAC LATELY.*

NOW... WHERE TO START SEARCHING?

THWIPP

*SEE THE SHROUD LIMITED SERIES IF YOU DON'T BELIEVE US!--MARK

WELL, WHADDAYA KNOW? "MIGHTY MOUTH" MARTIN, TWO-BIT HOODLUM AND INFORMANT. HE'S ALREADY FINKED ON HALF THE CROOKS IN TOWN!

MEANWHILE, MANY MILES TO THE WEST--

--A HAUNTED, SOLITARY FIGURE PAUSES IN HIS FEVERED TRAVEL TO NEW YORK CITY, STOPPING ONLY FOR THE MOST NECESSARY SUSTENANCE...

I'M EXHAUST-ED--

--BUT I STILL FEEL GUILTY FOR STOPPING AT ALL.

MAY PARKER NEEDS ME.

SHE'S THE ONE PERSON I'D RISK RETURNING TO NEW YORK FOR. SHE--

OH NO!! THE TRUCK CAN'T STOP! THAT KID--HE'LL BE KILLED!

and that's why I love ♫ my BAAAAR-NEY!! ♫

--LET--

--THAT--

I--

--CAN'T--

--HAPPEN!!

SCREEEEEEEECH

AND I WON'T!!

MOMMEEEE

WHOA--!

DON'T WORRY, KID. YOU'RE OKAY NOW.

JEFFREY! THANK HEAVENS!

THANKS, MISTER. THANKS A LOT! YOU SAVED HIS LIFE!

DO YOU WANT MONEY? I'LL GIVE YOU SOME!

KEEP YOUR MONEY. BUY A LEASH FOR THE KID, INSTEAD.

I'LL HAVE TO CIRCLE BACK FOR MY MOTORCYCLE. DON'T WANT ANY-ONE STOPPING ME...ASKING QUESTIONS.

DON'T LIKE TO RISK ANYONE REALIZING WHO --OR WHAT-- I AM.

BUT NOTHING'S MORE IMPORTANT THAN SAVING A LIFE!

NEW YORK CITY...

SO AS I WAS SAYING, MR. SCUMBUCKET, I'D LIKE TO KNOW ABOUT THE SCORPION.

YOU DON'T SCARE ME, SPIDEY... YOU WOULDN'T DROP...

GUESS WHAT, GENIUS? MY ARM SURE IS SORE FROM THAT AWFUL POUNDING I JUST GAVE YOU...

...AND YOU'RE GETTING REALLY HEAVY.

I'LL TALK!!

SCORPION'S GATHERING A GANG TOGETHER FOR A BIG JOB AND HE'S SEEKING TALENT TO...

WHY ISN'T PETER HERE?

MAY PARKER MAY BE DYING...

...AND SHE NEEDS HIM NOW MORE THAN EVER.

I NEED HIM.

YOU SHOULD BE USED TO THIS BY NOW, MARY JANE...

...BUT THERE'S BEEN NO CHANGE IN MAY'S COMA SINCE THE STROKE...

"...AND WE CAN'T FACE THIS ALONE ANYMORE."

FOREST HILLS, QUEENS...

VRRRMM

JUST LIKE I REMEMBER IT.

I THOUGHT I'D NEVER RETURN TO THIS NEIGHBORHOOD-- THIS CITY-- AGAIN...

...UNTIL MJ TOLD ME THE NEWS ABOUT MAY.*

*LAST ISSUE. --ERIC

AND I REALIZED I HAD TO COME HOME BEFORE--

HOLD IT, FELLA...

...THE HOSPITAL'S CLOSED TO VISITORS AT THIS TIME OF NIGHT--

--EXCEPT FOR IMMEDIATE FAMILY OF PATIENTS ON THE CRITICAL LIST.

THAT'S ME, SIR...

...I'M LOOKING FOR A WOMAN NAMED--

SECURITY

--PARKER?

THAT VOICE-- BEHIND ME--! NO!

I CAN'T LET HIM SEE ME NOW.

WRONG WAY, BUD...

...THE ELEVATORS ARE BACK--

--BEHIND US...?

FOURTH FLOOR, MR. PARKER, THEN FOLLOW THE SIGNS TO THE I.C.U. ...

...YOUR WIFE'S STILL UP THERE WITH HER.

THANKS AGAIN, NURSE...

...BUT THIS IS DIFFICULT ENOUGH ALREADY.

REALLY THOUGHT I WAS READY FOR THIS NOW--

TEK

7
6
5
3
2

-- READY FOR PETER PARKER TO FACE THE TRUTH ABOUT AUNT MAY'S SITUATION--

"--BUT I'M NOT PREPARED TO SEE MARY JANE JUST YET...

"... AND THE SPIDER DOESN'T BELONG HERE."

MAY PARKER'S CONDITION HAS STABILIZED, SIR...

...ONLY FOR THE MOMENT.

NEXT:

"POWER AND RESPONSIBILITY"--THE MONTH-LONG SPIDER-BOOKS CROSSOVER--BEGINS HERE! NOT TO MENTION THE DEBUT OF OUR FANTASTIC NEW ART TEAM OF STEVEN BUTLER AND RANDY EMBERLIN! (AND SEE THE LETTERS PAGE FOR THE NEXT APPEARANCES BY THE MYSTERY MAN!)

STACY
GWENDOLYNE

STACY
GWENDOLYNE

STACY
GWENDOLYNE

GWEN

PARKER MAY

IT'S ME, MAY.

IT'S MARY JANE.

I KNOW IT SOUNDS KIND OF CRAZY... BUT I HAD TO *TALK* TO YOU. I HAD TO LET YOU KNOW--

--WHY I'M GOING *AWAY.*

THE WHOLE WORLD'S COLLAPSING AROUND US. YOU HAVING THIS *STROKE*... IT'S BEEN THE FINAL STRAW FOR PETER --

--AND FOR *ME.*

OF COURSE *HE'S* HIDING BEHIND THAT MASK--

--AND *I'M* OUT HERE ON THE FRONT LINES ALONE.

OH, I *USED* TO HIDE. I WAS A *MASTER* AT IT.

HAD A MASK AS GOOD AS PETER'S. I WAS CAREFREE MARY JANE, THE PARTY GIRL. IF I HAD A PROBLEM, I JUST STAYED OUT ALL NIGHT DANCING AND LAUGHING--

--TILL I PUSHED THE PAIN *AWAY.*

IF THAT DIDN'T WORK, THERE WAS ALWAYS MY *ACTING.* LIFE GOT TOO TOUGH... I JUST LOST MYSELF IN THE *PART.*

GUESS THAT'S WHAT *PETER'S* BEEN DOING LATELY.

BIG TIME.

ANYWAY... WHAT I'M TRYING TO SAY IS... I CAN'T *DO* IT ANY MORE. I'M NOT THE BRAINLESS DISCO QUEEN I PRETENDED TO BE WHEN I FIRST MET YOU. PROBLEM IS, I'VE BEEN PRETENDING SO *LONG*--

--I'M NOT SURE *WHO* I AM.

THAT'S WHY I'M GOING *HOME*, MAY. TO SEE MY SISTER. MOST OF ALL--TO SEE MY *DAD*.

I'VE BEEN RUNNING AWAY FROM *HIM* ALMOST AS LONG AS *HE'S* BEEN RUNNING FROM *ME*.

THIS AWFUL MESS WITH RICHARD AND MARY... IT'S MADE ME SEE HOW *IM-PORTANT* FAMILY IS--

--HOW WHERE WE *COME* FROM--

--MAKES US WHO WE *ARE*.

HOW CAN I HELP PETER... MAKE MY MARRIAGE... MY *LIFE*... WORK IN THE HERE AND NOW--

--IF I HAVEN'T MADE PEACE WITH THE *PAST*?

AUNT ANNA'S COMING UP FROM FLORIDA. SHE'LL *BE* HERE FOR YOU. AND I WON'T BE GONE VERY LONG, MAY... I *SWEAR* I WON'T.

PLEASE DON'T THINK I DON'T LOVE YOU. I *DO*. WITH ALL MY *HEART*.

MIDTOWN HIGH

CAN I *HELP* YOU WITH SOMETHING, SON?

HUH? NO. I WAS JUST... UH--

AWFULLY LATE T'BE HANGING AROUND THE *HIGH SCHOOL*, DON'T YOU THINK?

GUESS IT IS--

--BUT I JUST GOT BACK TO TOWN... AFTER TOO MANY YEARS *AWAY*--

--AND... WELL ...I USED TO *GO* TO THIS SCHOOL--

--A LONG, LONG TIME *AGO*.

YOU DON'T LOOK ALL THAT OLD T'*ME*. COULDN'T HAVE BEEN *THAT* LONG.

TO TELL YOU THE TRUTH--

--IT FEELS LIKE *LIFETIMES*.

WELL, YOU GO ON AND HAVE YOUR LOOK AT THE OLD PLACE--

--BUT DON'T YOU GO GET-TING YOURSELF INTO ANY--

--TROUBLE...?

MIDTOWN HIGH

THE STORY OF THE MYSTERIOUS STRANGER CONTINUES IN SPIDER-MAN #50!

HE FEELS FOR HER-- AND IT ASTONISHES HIM.

EMERG

AFTER ALL SHE'S DONE, ALL SHE'S PUT HIM THROUGH, HOW CAN HE POSSIBLY FEEL COMPASSION FOR THIS WOMAN?

AND YET HE DOES-- HOPING THAT, ONCE HER CONDITION IS STABILIZED AND SHE'S BEEN TRANSPORTED BACK TO RAVENCROFT...

...FRANCES BARRISON CAN TAKE THE FIRST HALTING STEPS BACK TOWARD HEALTH-- AND SANITY.

WHAT'S WRONG WITH ME? HE WONDERS. I DON'T WANT TO FEEL...I DON'T WANT TO CARE...AND YET...

...I CAN'T SEEM TO STOP MYSELF.

I WRAP MYSELF IN A COCOON, HIDE MYSELF BEHIND A MASK, AND, FOR ALL MY EFFORTS, PETER PARKER STILL REFUSES TO SURRENDER.

MAYBE UNCLE BEN AND AUNT MAY DID THEIR JOB TOO WELL. MAYBE--

THE SAME HOSPITAL!

RACING HERE--SHRIEK'S SURVIVAL HIS ONLY CONCERN--IT DIDN'T EVEN OCCUR TO HIM THAT THIS IS WHERE THEY'D TAKEN MAY. OR PERHAPS HE UNCONSCIOUSLY CHOSE FOREST HILLS HOSPITAL--KNOWING JUST THAT.

RIGHT NOW IT DOESN'T MATTER.

WHAT MATTERS IS THE LOVE THAT FLOODS HIM AS HE LOOKS IN THROUGH THE WINDOW AT THAT CHERISHED, FAMILIAR FACE.

AT FIRST HE PANICS--SURE SHE MUST BE DEAD. SHE'S SO PALE, HE THINKS. SO STILL! THEN, RELIEVED, HE NOTICES THE GENTLE MOVEMENT OF HER CHEST AS SHE BREATHES.

THE SPIDER IS AFRAID TO GO IN. WANTS TO TURN AND RUN, BACK INTO THE COCOONING DARKNESS.

YES, HE REALIZES, SHE'S ALIVE. BUT EACH OF THOSE GOSSAMER BREATHS--COULD BE HER LAST.

BUT THE MAN REFUSES.

HE'S AGITATED. CONFUSED. BUT HE KNOWS NOW THAT IT'S TIME TO STOP RUNNING.

IT'S TIME TO COME HOME.

(NO, THE SPIDER WHISPERS, YOU'RE SAFE WITH ME! DON'T BE A FOOL! DON'T LET YOURSELF CARE!)

ALL HE WANTS NOW IS TO HOLD HIS WIFE IN HIS ARMS...

...TELL HER HE'S SORRY; BEG HER TO HELP HIM THROUGH THIS AWFUL TIME.

(IF THE MASK COMES OFF, THEY'LL CLAW OUT YOUR *EYES!* IF YOU OPEN YOUR HEART...)

Dear Peter
I don't know if you'll even find this. I don't know when- or if- you're ever coming home.
But, if you read this, I hope you can understand why I'm doing this... why I'm going away. You have to do what's right for you... and I have to do what's right for me.
I'll call soon.
MJ

(...THEY'LL TEAR IT FROM YOUR CHEST!)

AT THAT MOMENT, IN THE QUEENS RESIDENCE OF MAY PARKER...

...A LONE FIGURE WALKS THROUGH THE DARK AND EMPTY HOUSE.

BEN, MAY AND PETER...

...YOU MADE A LOVING AND FINE LOOKING FAMILY. YOU --

SOME-ONE'S COMING!

GOT TO GET OUT OF HERE BEFORE ANYONE SEES ME!

SOMEONE RUNNING THROUGH THE DARK.

NO ONE IS SUPPOSED TO BE HERE. THEY'RE ALL AT THE HOSPITAL.

THIS CAN ONLY BE A...

...BURGLAR!

HOW DARE HE!

HOW DARE HE TRY TO OUTRUN THE SPIDER!

HOW DARE...

...HE?

GONE.

BUT HOW?

AND WHERE TO?

THIS PHOTO OF ME... NO... PETER... AND AUNT MAY... AND UNCLE BEN...

I'M DOING THIS ALL FOR YOU.

I BECAME SPIDER-MAN FOR YOU!

BEEN THROUGH THE HOUSE A DOZEN TIMES.

NOTHING IS MISSING.

WHAT WAS THAT MAN DOING HERE?

WHAT DID HE WANT?

HAVE TO KEEP CHECKING.

THIS TRUNK... IT BELONGS TO PETER PARKER.

FULL OF SECRETS. FULL OF... WHAT'S THIS?

THE JOURNAL OF PROFESSOR MILES WARREN.

HE TRIED TO TAKE AWAY MY LIFE!

AS SO MANY HAVE BEFORE AND SINCE.

WARREN TRIED TO DESTROY ME BY CREATING A CLONE OF ME.

HE FAILED.

THE HUNTER

THEY TRIED TO DESTROY ME... TRIED TO BE ME!

THEY ALL FAILED.

I AM THE SPIDER!

I AM SPIDER-MAN!

NOBODY CAN TAKE THIS AWAY FROM ME!

I AM SPIDER-MAN!

FOREST HILLS HOSPITAL...

...AS A SEEMINGLY FAMILIAR FIGURE APPROACHES THE NORTH ENTRANCE.

WELL, I'VE FINALLY MADE IT! I'VE COME AN AWFUL LONG WAY AND IT COMES DOWN TO *THIS*...

...THE HOSPITAL THAT *MAY PARKER* IS STAYING AT.

I'VE COME SO *FAR*...TO SEE HER. IF SHE'S *AWAKE* --WILL SHE *KNOW*? JUST BY--

OH, *MAN!* IT'S ***HIM!***

I SHOULD'VE SEEN THIS COMING! HE MUST BE HERE TO VISIT MAY, TOO.

CAN'T LET HIM SEE *ME*.

THIS MEANS I'M GOING TO HAVE TO *PUT OFF* SEEING MAY FOR A WHILE --I CAN'T JUST GO STROLLING IN WHILE PARKER'S IN THERE. HE MUST HAVE ENOUGH PAIN IN HIS LIFE NOW WITHOUT *ME* ADDING TO IT. BUT DARN IT...

...I *CAN'T WAIT* TO SEE HER.

I *CAN'T WAIT* TO SEE HER.

WITH ALL THE CRAZY, INCREDIBLE THINGS THAT HAVE HAPPENED TO ME AS SPIDER-MAN OVER THE YEARS, AUNT MAY HAS BEEN MY *ROCK*-- MY *ANCHOR* --MY GRIP ON *REALITY*...

TODAY, WITH THOSE WOULD-BE CAR THIEVES, I COULD FEEL IT *SLIPPING*--I WAS *LOSING IT*--AND I KNOW THAT IF THEY HADN'T GIVEN UP--

--I JUST MIGHT'VE RIPPED THEM TO *PIECES*. LIKE *CUSSLER*...

MAYBE BY VISITING AUNT MAY, I CAN RETURN A LITTLE BIT OF SANITY TO MY LIFE...

SEVERAL ROOMS AWAY...

OH, AUNT MAY... AS LONG AS I CAN REMEMBER, YOU'VE BEEN THE ONLY "MOTHER" I'VE EVER KNOWN--YOU'VE GIVEN ME SUCH LOVE--AND *STRENGTH*.

EVEN WHEN UNCLE BEN DIED, YOU WERE SO *STRONG* FOR ME --YOU NEVER LET ME SEE YOU CRACK.

YOU MISSED HIM *SO* MUCH...

TO SEE YOU NOW--SO *WEAK* AND *FRAIL*, I...

...I NEED YOUR STRENGTH, AUNT MAY... AND I'M AFRAID I CAN'T DO IT BY MYSELF...

...I'M AFRAID OF LOSING *YOU*.

IT SEEMS THERE'S SO MUCH GOING ON IN MY LIFE--SO MUCH GOING *WRONG*--NOW MORE THAN EVER I COULD REALLY USE YOUR ADVICE--YOUR REASSURING WORDS THAT ALWAYS--

HUH?

OMIGOSH!

IT'S GARGAN...

...HERE IN THE *HOSPITAL*?!

HE *MUST* BE HERE FOR CUSSLER--

PETER!

SO SORRY TO HEAR ABOUT YOUR AUNT, SON. BUT MAY IS A *STRONG* WOMAN--I'M SURE SHE'LL BE ABLE TO BOUNCE *BACK* FROM THIS.

JONAH! HE MUST BE HERE VISITING CUSSLER, TOO... HAVE TO MAKE A FAST EXCUSE SO I CAN SLIP OUT AFTER GARGAN.

JONAH, I--

YOU'RE A GOOD NEPHEW TO BE HERE AT HER SIDE, PETER. IT'S TIMES LIKE THESE THAT REMIND US OF HOW VERY *IMPORTANT* OUR *LOVED ONES* ARE TO US--

--WE REALIZE HOW EASY IT IS TO TAKE EACH OTHER FOR *GRANTED*. BELIEVE *ME*. I'VE BEEN GUILTY OF DOING IT FOR A *LONG* TIME...!

IT'S GOOD TO SEE THAT *YOU* KNOW WHERE YOUR *PRIORITIES* ARE, PETER--YOU KNOW WHAT'S IMPORTANT. DON'T EVER LOSE SIGHT OF THAT, LAD.

YEAH, JONAH... UM...

...THANKS.

HE'S *RIGHT!* I'VE BECOME SO CAUGHT UP IN THE TRAPPINGS OF MY LIFE AS SPIDER-MAN--

--I'VE *NEGLECTED* THE THINGS THAT MEAN THE MOST TO ME--LIKE MARY JANE AND AUNT MAY.

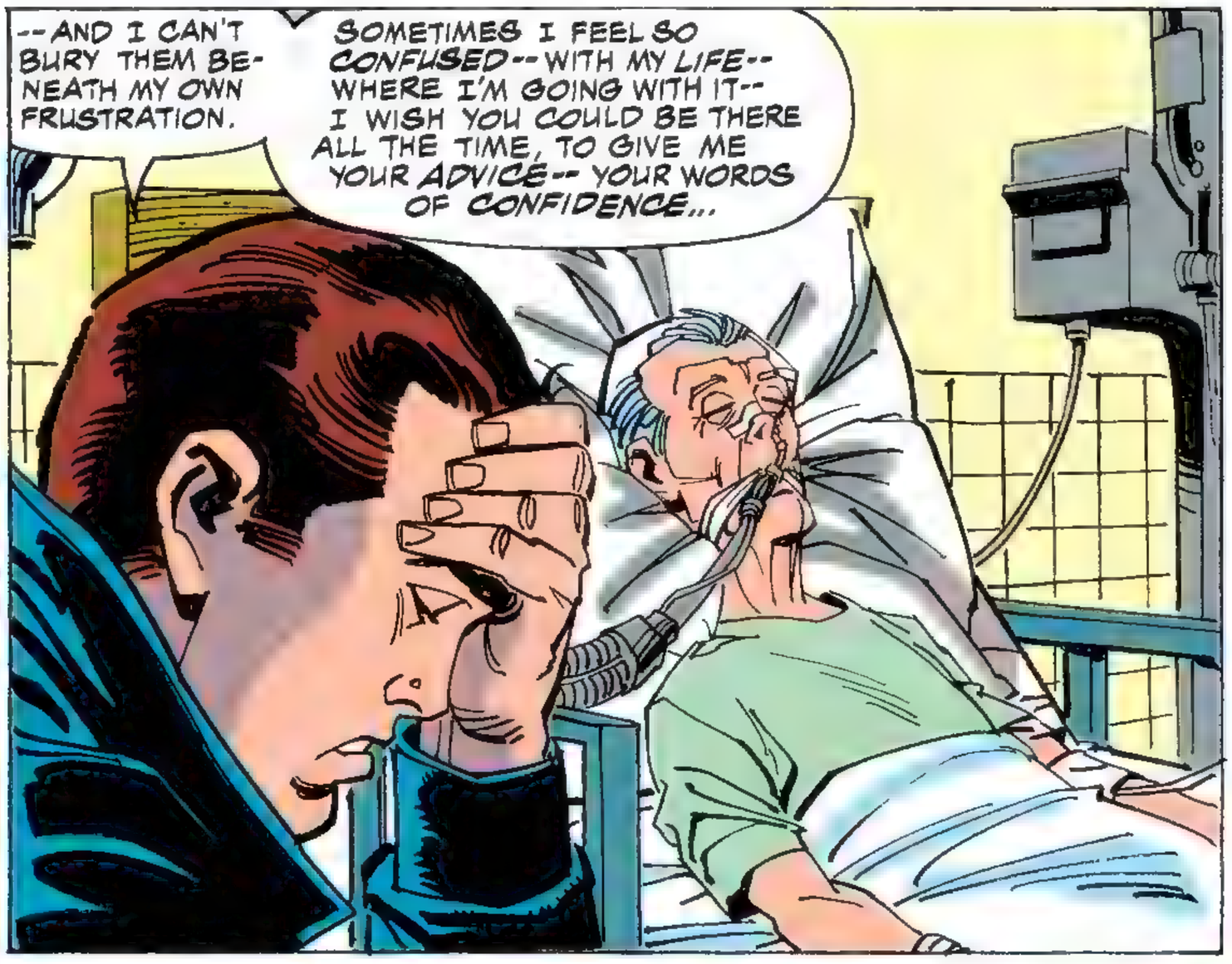
--BUT GARGAN IS SO CLOSE, AND...

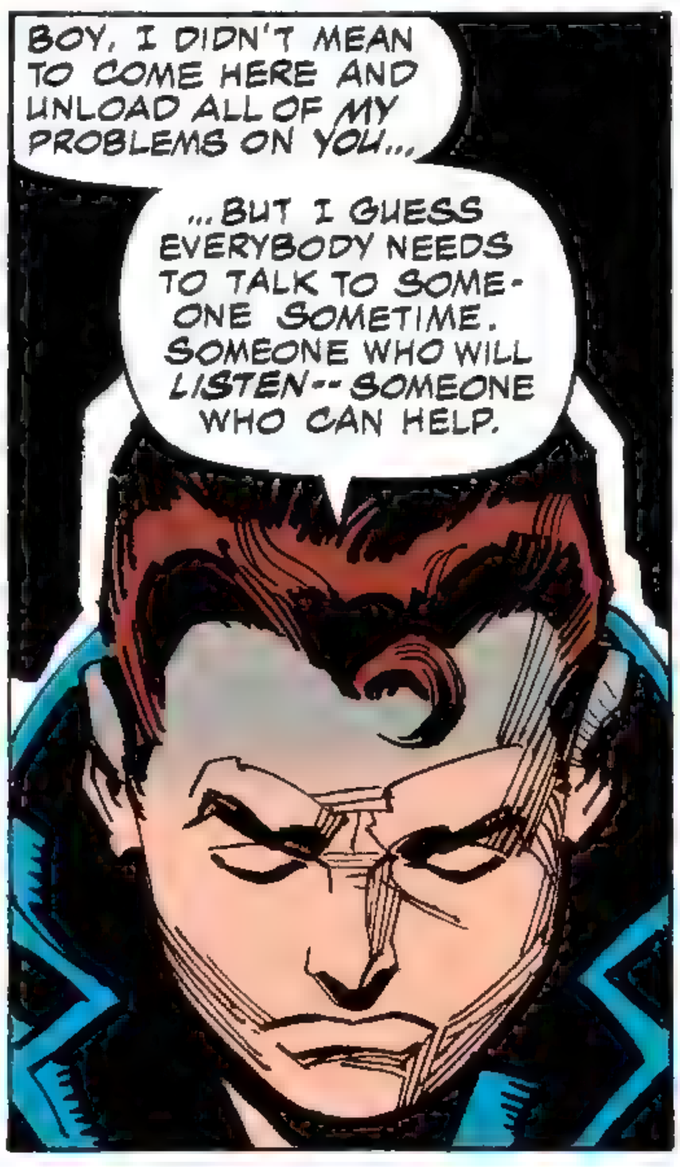
SORRY IF I SEEM *OUT OF IT*, JONAH--I JUST REALIZED THAT I'M LATE FOR AN APPOINTMENT. SEE YA LATER--AND *THANKS*.

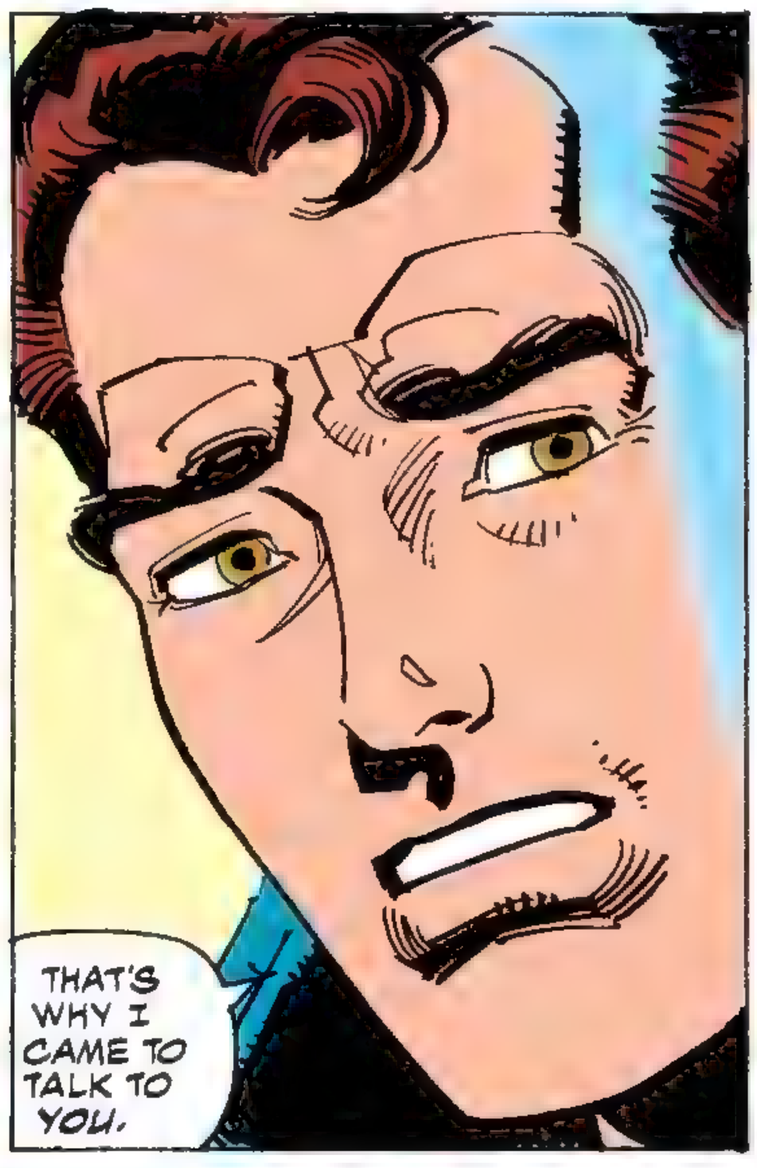
...I CAN APPLY JONAH'S WORDS OF ADVICE TO PETER PARKER'S LIFE *LATER*...

...AFTER I NAB GARGAN AND GET *SPIDEY'S* PROBLEMS IN ORDER.

Some time later...







WHAT ?!

OMIGOSH ! IT'S HIM!

HE'S HERE !

I'VE GOTTA FLY! THE LAST THING I WANT IS FOR HIM TO CATCH ME HERE !

CAN'T RISK RUNNING INTO HIM ! GOTTA FIND SOME IN-CONSPICUOUS, OUT-OF-THE-WAY PLACE TO LAY LOW UNTIL HE LEAVES...

...BUT WHERE...?!

MEANWHILE, UP ON THE ROOF...

I HOPE IT WASN'T A MISTAKE NOT GOING AFTER GARGAN AGAIN-- HE REALLY SOUNDED *SINCERE* ABOUT WANTING TO STRAIGHTEN OUT HIS LIFE...

... AND I *DID* CHECK WITH THE COPS. I CAN'T *BELIEVE* THEY LET HIM GO WITH A SLAP ON THE WRIST AFTER THAT *SHROUD* MESS...*

... BUT I WISH HIM LUCK--HECK, I WISH US *BOTH* LUCK !

NOW THAT I'VE SEEN HOW MY ANGER--

* SEE THE SHROUD LIMITED SERIES.--MARK

HUH? SOMEBODY'S COMING! DIDN'T WANT ANYBODY TO *SEE* ME UP--

THE ROOF SHOULD BE--
OH, NO!
WHAT THE--?!
IT'S YOU!
NEXT:
AT LONG LAST--
POWER AND RESPONSIBILITY!
(AFTER THIS CROSSOVER, NOTHING WILL EVER BE THE SAME FOR THE WALL-CRAWLER--AND THAT'S NOT JUST CHEAP HYPE!)

MARVEL COMICS

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117
OCT

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POWER AND RESPONSIBILITY

PART 1

INSIDE: WHO IS THE TRAVELLER?

WEB OF SPIDER-MAN®

BEGINNING THE SAGA THAT WILL ROCK THE SPIDERVERSE!

STEVEN + '94 R.E.

SPIDER-MAN® VERSUS... PETER PARKER?!™

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

POWER AND RESPONSIBILITY PART 1 OF 4

SHADOW RISING

TERRY KAVANAGH WRITER
KEVIN TINSLEY COLORIST
STEVE DUTRO LETTERER
ERIC FEIN EDITOR
DANNY FINGEROTH GROUP EDITOR
TOM DEFALCO CHIEF

WARMLY WELCOME WEB'S NEW ART TEAM
STEVEN BUTLER & RANDY EMBERLIN!
PENCILER INKER

...I ONLY WANTED TO SEE MAY AND GET OUT OF HERE BEFORE--

I DON'T CARE WHAT KIND OF SICK GAME YOU'RE UP TO, IMPOSTOR!

DOESN'T MATTER IF YOU'RE AN OTHER-DIMENSIONAL DOPPELGANGER, A STATE-OF-THE-ART REPLICOID, OR THE CHAMELEON HIM-SELF...

...YOU'RE NOT PETER PARKER--

KROOM

--JUST AN INCREDIBLE SIMULATION.

THIS IS EXACTLY WHAT I'VE BEEN TRYING TO AVOID FOR YEARS NOW...

...AND I'M WAY TOO RUSTY FOR MY OWN GOOD THESE DAYS.

MAYBE YOU'RE NOTHING MORE THAN A FIGMENT OF MY TWISTED IMAGINATION--!

--SOME WARPED DELUSION I'VE CREATED IN MY OWN MIND--

I'VE GOT TO GET WITH THE PROGRAM FAST...

...THIS IS THE REAL THING I'M UP AGAINST HERE.

WHAT YOU ARE REALLY DOESN'T MATTER. I'M GOING TO TAKE YOU DOWN!

NOT NOW, SPIDER-MAN...

...NOT EVER, IF I CAN HELP IT.

WHAT'S YOUR HURRY, "PETEY"--?

I'M JUST BEGINNING TO APPRECIATE HOW MUCH WE HAVE...

THWIP

THWIP

...IN COMMON?!

NO--

--HE CUT OFF MY FORWARD MOMENTUM.

STOPPED HIM BEFORE HE COULD MAKE IT TO THE NEXT ROOF, BUT NOW...

...YOU'RE REALLY TICKING ME OFF.

WALL-CRAWLING IS MY SHTICK, PARKER...

Thwip

...AND THE SPIDER--

POOM

=UHFF=

SKRAASH

--IS NOTORIOUSLY TERRITORIAL!

--PETER--

...CALL ME THAT!

WOK!

SOME KIND OF WAREHOUSE...

LISTEN TO ME, SPIDER-MAN--

DON'T...

I HATE--

POK

--PETER PARKER!

WOK

MILES NORTH OF THE CITY...

WELCOME TO RAVENCROFT HOSPITAL, FOLKS--

DR. KAFKA HERE HAS BEEN ANXIOUSLY AWAITING YOUR ARRIVAL.

ACTUALLY, COLONEL JAMESON IS THE ONE WHO INSISTED WE NEEDED SOME HELP AROUND THE INSTITUTE WHILE I...RECUPERATE*--

--BUT WE WEREN'T EXPECTING SUCH A LARGE ENTOURAGE.

CHAKRA, BOONE, MR. NACHT, AND MEDEA ARE...FELLOW STUDENTS OF HUMAN NATURE--WHO HAVE PROVEN INVALUABLE ASSETS TO MY WORK--

* FROM SHRIEK'S ATTACK IN AMAZING SPIDER-MAN # 390. -- ERIC

YOU MAY REGRET THAT DECISION YET, DOCTOR--

--RAVENCROFT IS OFFICIALLY CONSIDERED A... NECESSARY EVIL, AT BEST.

WE'VE HAD A SUPER-POWERED RIOT AND ESCAPE ALREADY IN THE FEW WEEKS WE'VE BEEN OPEN--

--SO I CAN'T THANK YOU ENOUGH FOR AGREEING TO SHARE YOUR EXPERTISE...

--AND DR. JUDAS TRAVELLER IS NOT ONE TO PASS UP AN OPPORTUNITY LIKE THIS.

"...AND I'VE INSTRUCTED MY SECURITY CHIEF TO SHARE OUR OPERATIONAL DETAILS WITH YOUR PEOPLE FOR THE DURATION."

WHAT ABOUT THE TREATMENT PROGRAMS?

NOT MY DEPARTMENT, MR. NACHT...

...BUT ALL OF OUR PATIENTS ARE RESTRAINED IN SEPARATE SECURITY CELLS, EACH DESIGNED TO NEUTRALIZE THEIR SPECIFIC ABILITIES--

SOMETIMES, COLONEL...

"...PEOPLE ARE THEIR *OWN* WORST ENEMIES."

POW

ALMOST WISH YOU REALLY *WERE* PETER PARKER...

...BUT MY *SPIDER-SENSE* DOESN'T REACT TO YOU AT ALL.

SO YOU'RE *NOT* EVEN A REAL, LIVE--

UNLESS...

WHY DID YOU CARE ABOUT AUNT MAY? WHO IS SHE TO *YOU*?

WHO--WHAT--*ARE* YOU?

YOU MAY NOT BELIEVE WHAT I *SAY*, SPIDER-MAN...

...BUT YOU CAN'T DENY WHAT YOU SEE.

I'M YOUR CLONE.

MY...CLONE?

THE JACKAL'S PAWN--?!*

*LAST SEEN IN AMAZING #149-151. --ERIC

THAT WAS A LONG TIME AGO, BRO...

...AND IT LOOKS LIKE WE'VE BOTH MADE SOME CHANGES SINCE THEN.

BUT BY THE TIME YOU WAKE UP--

KROOM

UHNN!

"--I'LL BE LONG GONE... AGAIN."

YOUR THEORIES ARE THE CORNERSTONE OF OUR EFFORTS --AND THE FIELD ITSELF-- DR. TRAVELLER...

...YET RAVENCROFT IS A FAILED EXPERIMENT, SO FAR.

--AND IT HAPPENS TO FIT MY AGENDA PERFECTLY.

THEN I'LL GIVE YOU SOME TIME TO SETTLE IN--

THE CRIMINALLY INSANE

DR JUDAS TRAVELLER

BUT A GRAND ONE, DR. KAFKA.

YOU'VE BEGUN SOME EXTREMELY IMPORTANT WORK HERE-- ON THE VERY NATURE OF EVIL--

--WHILE I TAKE CARE OF WHATEVER ANNOYING PAPERWORK AND URGENT PHONE CALLS BUILT UP IN THE FEW MINUTES I'VE BEEN GONE...

"...AND I'LL BE BACK AS SOON AS POSSIBLE FOR YOUR TOUR OF THE PATIENTS' WING."

ALTHOUGH I TRULY HATE TAKING ADVANTAGE OF THE GOOD DOCTOR'S HOSPITALITY...

...WE HAVE OTHER PLANS.

RAVENCROFT IS EVERYTHING I HOPED--AND FAR, FAR MORE--

--THE PERFECT LOCATION FOR OUR...

...ULTIMATE EXPERIMENT.

FIRST CASE-- DMITRI SMERDYAKOV... A.K.A. THE CHAMELEON.

AN INSPIRED MOMENT OF SELF-RECOGNITION FOR A MAN WHO WAS NEVER MORE THAN A PALE COPY OF HIS FRIENDS...

...AND A HOLLOW REFLECTION TO HIS FOES.

SADLY, THERE IS *LITTLE* LEFT IN YOUR SHATTERED MIND NOW...

...EXCEPT THE *ECHO* OF *SPIDER-MAN.*

GREATER CHALLENGES...

...AWAIT.

YAAAR!

FRANCES LOUISE BARRISON-- THE APTLY SELF-TITLED *SHRIEK.*

A WOMAN OF SCREAMING PRIMAL PAIN AND RAGE...

...DROWNED OUT ONLY BY SPIDER-MAN.

PATTERNS...

...REPEAT.

QUICK QUESTION BEFORE I KILL YOU, STRANGER...

...WHO'S RUNNIN' THE ASYLUM THESE DAYS?!

THE NAME IS TRAVELLER, CARNAGE...

...AND I'VE BEEN LOOKING FORWARD TO THIS MEETING FOR QUITE SOME TIME.

HOPE THIS LITTLE STARIN' MATCH ISN'T SUPPOSED TO...

...SCARE ME?

EVERYONE SEEMS TO THINK I'M JUST TOO CRAZY TO KNOW WHAT'S GOOD FOR ME--!

PERHAPS, CLETUS KASADY...

...BUT YOUR SYMBIOTE IS OBVIOUSLY NOT.

THE *INSANITY* OF KASADY-- THE POWER OF THE ALIEN ENITY--

--TOGETHER, THEY FORGE AN EVIL SO PURE IT CAN BE *TASTED.*

AND HE, TOO, O'NES HIS DOWNFALL TO--

--SPIDER-MAN.

YOU HEARD TRAVELLER'S TELE-PATHIC COMMAND, CHAKRA--

...TIME FOR YOU TO GO *ASTRAL* AND LURE SPIDER-MAN IN.

INITIATE THE TEST, MY FAITHFUL HOST.

WHAT ARE YOU D--

PUT HIM *OUT* FOR THE COUNT, MEDEA...

TEK

TEK

TEK

"... WE'RE LOCKING DOWN THE HOUSE."

REALLY SORRY TO BOTHER YOU AGAIN ABOUT THIS, DR. KAFKA, BUT--

IF YOU'RE STILL WORRIED ABOUT OUR VISITORS, EDWARD...

...I ASSURE YOU THERE'S NO NEED FOR CONCERN.

I HAVE NO INTENTION OF ALLOWING ANY INTERFERENCE WITH YOUR RESEARCH BEFORE--

UNFORTUNATELY, THAT IS NOT YOUR PROMISE TO MAKE ANY LONGER...

TRAVELLER--?!

...RAVENCROFT IS NOW MINE.

WHERE DID YOU--

AND I NO LONGER HAVE ANY USE FOR YOU, DOCTOR...

"...ALL THE WHEELS ARE ALREADY IN *MOTION*."

NOO!

I'LL *NEVER* LET YOU...

...UNDER MY SKIN?!

HE GOT *AWAY*-- WHILE I WAS KNOCKED *OUT*!

--BUT HE *CAN'T* BE WHO HE SAID HE WAS.

I *SAW* MY "CLONE" DIE...

...I HELD HIM IN MY ARMS.

I DON'T *WANT* HIM TO BE WHO HE SAID--

SPIDER-SENSE SUDDENLY *BLARING*...

--GONE ALREADY, AS QUICKLY AS SHE CAME.

...DANGER!

DR. JUDAS TRAVELLER HAS A *CHALLENGE* FOR YOU. HE HAS TAKEN CONTROL OF *RAVENCRAFT* AND HE WILL KILL IT'S INMATES--UNLESS YOU STOP HIM.

OF COURSE--IF YOU DEFEAT HIM... THE INMATES WILL GO FREE TO MENACE THE WORLD.

IT'S A NO WIN SITUATION...

...THAT I'VE GOT NO CHOICE BUT TO FACE!

Thwip

"-- I'LL HAVE TO WORRY ABOUT FINDING MY DOUBLE LATER."

BUT HIS MIRROR IMAGE HAS NOT FLED...

SPIDER-MAN'S IN NO CONDITION TO FACE TROUBLE ALONE...

...WHICH LEAVES ME WITH TWO CHOICES.

I CAN GO AFTER HIM TO HELP--

RAGILE

RAVENCROFT IS A NIGHTMARE WAITING TO HAPPEN-- UNDERSTAFFED AND OVER-POPULATED WITH SUPER-PSYCHOS--

--FUNNY, NEVER THOUGHT I'D EVEN CONSIDER USING THIS STUFF AS ANYTHING BUT SOUVENIRS--

"--OR GET BACK TO MAY PARKER, WHO I CAME HERE FOR."

I CAME AS SOON AS I HEARD, HONEY...

...YOU REALLY SHOULDN'T BE ALONE AT A TIME LIKE THIS.

I'VE MISSED YOU SO MUCH-- AND I KNOW MAY HAS, TOO--

--WE BOTH NEED YOU RIGHT NOW, AUNT ANNA.

WE ALL NEED FAMILY, MARY JANE...

"...SO WHERE'S YOUR HUSBAND?"

RAVENCROFT COMPLETELY SURROUNDED, LIEUTENANT...

...BUT STANDARD ORDNANCE WON'T PENETRATE THAT BARRIER, WHATEVER IT IS.

JUST MAINTAIN HOLDING FORMATION, MEN...

THE SWAT TEAM IS ALREADY ON THE WAY!

SPIDER-MAN--

--WE'VE GOT A SERIOUS HOSTAGE SITUATION HERE!

JOHN... DR. KAFKA... GLAD TO SEE YOU'RE--

NYPD

H-HE JUST TELEPORTED US ALL OUT--EXCEPT FOR EDWARD,,,AND MY PATIENTS--WITH A WAVE OF HIS HAND?!

AND THERE'S BEEN NO RESPONSE FROM INSIDE SINCE THEN--

WHO TELEPORTED YOU OUT?

HIM...

...DR. JUDAS ...TRAVELLER!

SPIDER-MAN, I PRESUME...

YOU'VE GOT A REP, TOO, DOC. BUT NOT AS A TERRORIST--!

...I'VE HEARD SO MUCH ABOUT YOU.

NO!

WHILE HE'S DISTRACTED...

BUDDA BUDDA

NYPD

NYPD

"...I'M TAKING THE CREEP DOWN."

BUDDA

REALLY, OFFICER--

--YOU MUST BE MORE CAREFUL WITH LIVE AMMUNITION...

...IN THE PRESENCE OF SO MANY INNOCENTS.

PLINK

NOW! COME, SPIDER...

...I DID THIS ALL FOR YOU.

AND I INTEND TO PUT EVERY SINGLE ONE OF THE TORTURED SOULS INSIDE OUT OF THEIR MISERY...

...UNLESS YOU STOP ME.

HOWEVER, IF YOU-- AND THEY--DO SURVIVE MY GAUNTLET...

...THE POWERFUL WRETCHES WILL THEN BE RELEASED INTO THE WORLD AT LARGE!

AND I KNOW FOR EVEN CONSIDERING THIS NO-WIN CHALLENGE--

--OR SOMETHING WORSE FOR HESITATING?!

WE SHALL ALL DISCOVER THAT TOGETHER SPIDER...

...YOUR ORDEAL TRULY BEGINS NOW.

KROOM

"POWER AND RESPONSIBILITY" CONTINUES IN AMAZING SPIDER-MAN #394...!

NEXT ISSUE: "A HERO IS BORN!"

MARVEL COMICS

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POWER AND RESPONSIBILITY

PART 2

the AMAZING SPIDER-MAN®

INSIDE: CARNAGE™ AS YOU'VE NEVER SEEN HIM!

DEFEATED BY TRAVELLER!™

...AND THE ONLY ONE WHO CAN SAVE HIM IS THE CLONE WHO COULD STEAL HIS LIFE!

BAGLEY & MAHLSTEDT

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

SO WHY DOES HE FEEL A SUDDEN URGE TO SPIN A WEB-LINE, TAKE THE LEAP, AND SWING OUT--ABOVE THE LIGHTS AND TRAFFIC...

...SHOUTING AT THE TOP OF HIS LUNGS: "I'M BACK--AND NOTHING'S EVER TAKING ME AWAY FROM HERE AGAIN"?

HE LETS THE FEELING PASS--THEN SHAKES HIS HEAD IN DISGUST...

...REMINDING HIMSELF THAT HE GAVE UP HOPING LONG AGO...

...MADE PEACE WITH WHO HE WAS--AND WHO HE WASN'T--DURING THE HARD, LONELY YEARS OF WANDERING.

HE'S BACK NOW FOR ONE REASON--AND ONE REASON ALONE:

MAY PARKER.

REAL MEMORY OR FALSE, SHE'S THE ONLY LINK FROM PETER PARKER'S LIFE THAT HE REFUSES TO IGNORE. AND SHE'S DYING.

HE SHOULD BE WITH HER NOW, BY HER BEDSIDE AT FOREST HILLS HOSPITAL.

LET THE REAL PARKER HAVE THE STREETS, THE CROWDS, THE LIGHTS, THE LIFE.

HE BELONGS TO THE SHADOWS...

...AND HE ALWAYS WILL.

Westchester County

AT FIRST, IT LOOKS LIKE RAVENCROFT INSTITUTE IS ON FIRE: A CONFLAGRATION THAT LIGHTS THE NIGHT FOR MILES AROUND.

AS ONE GETS CLOSER IT BECOMES CLEAR THAT THIS IS NO FIRE...BUT A COCOON OF SHIMMERING, IMPENENETRABLE ENERGY THAT HAS ENGULFED THE MAIN BUILDING, LEAVING THE POLICE--AND RAVENCROFT'S OWN SECURITY FORCE...

...UNABLE TO ENTER.

COLONEL JAMESON--THERE MUST BE SOMETHING WE CAN DO!

IF YOU'VE GOT ANY IDEAS, DOCTOR KAFKA, I'D LOVE TO HEAR THEM!

YOUR FRIEND JUDAS TRAVELLER SEEMS TO HAVE SEALED THE PLACE UP TIGHT!

I DON'T UNDERSTAND THIS!

TRAVELLER'S A PSYCHOLOGIST... A PHILOSOPHER--NOT SOME SUPER-POWERED CRIMINAL--!

WHERE WOULD HE GET THE POWER TO DO THIS?

TELEPORTING THE STAFF OUT HERE, WHILE HE--

OH, NO!

COLONEL... HE'S IN THERE WITH THEM!

WHO?

"EDWARD WHELAN...MY ASSISTANT--

"HE'S STILL INSIDE!"

DON'T SHUDDER SO, EDWARD.

YOU HAVE NOTHING TO FEAR--FROM THE TRAVELLER.

DO YOU SEE, *CHAKRA?*

ARE YOU TAKING NOTES, *MISTER NACHT?*

THE MAN IS FROZEN IN TERROR... BECAUSE HE DOES NOT *UNDERSTAND.*

ENDLESS YEARS I HAVE DEDICATED TO THE STUDY OF HUMAN NATURE... SPECIFICALLY TO MAN'S CAPACITY FOR *EVIL*--

--AND TIME AND AGAIN I HAVE SEEN THE HUMAN POTENTIAL TO RISE TO SPIRITUAL GREATNESS *ERODED*-- BY SIMPLE *FEAR.*

IT'S IN THE SOIL OF FEAR THAT EVIL *BREEDS* AND *BROODS*, EDWARD. IT'S IN THE SOIL OF FEAR THAT THE *NIGHT-MONSTERS* LIVE, HUNGRY AND DESPERATE TO CLAW THEIR WAY UP--

--INTO THE LIGHT.

EXCELLENT!

I HAVE *READ* ABOUT THIS ONE, TRAVELLER. A PRODUCT OF *BARON ZEMO'S* EXPERIMENTS IN *PSYCHO-GENETIC ENGINEERING.*

INDEED. THIS CREATURE IS WHAT EDWARD WHELAN ALWAYS *BELIEVED* HIMSELF TO BE: WORTHLESS. DEGRADED.

VERMIN.

VERMIN... ISSS *ALIVE* AGAIN?

VERMIN... ISSS *FREE* AGAIN?

VERMIN... ISSS--

--HUNGRY!!

FALL.

PARALYZED.

UNABLE TO *MOVE* OR *SPEAK*.

WELL DONE, TRAVELLER! *WELL DONE!*

CAN I *STUDY* HIM NOW? LEARN OF HIS PAIN AND ANGER... HIS SORROWS AND JOYS?

NO. FOR ALL THE TORMENT THE WORLD HAS HEAPED UPON HIM, WHELAN'S HEART IS *PURE*.

HEAVEN FORGIVE ME IF I *ADD* TO HIS SUFFERING.

CHAKRA?

IT'S DONE.

GOOD--

"--LET *ONE* OF US, AT LEAST, KNOW PEACE.

"THERE WILL, AFTER ALL, BE SUFFERING *BEYOND MEASURE*--

"--BEFORE THIS NIGHT IS *THROUGH.*"

POWER AND RESPONSIBILITY
PART TWO

DEAN DOWN!

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BOB SHAREN, COLORIST
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TOM DeFALCO, CHIEF

MANY WOULD CONSIDER THIS ASYLUM FOR MENTALLY-UNBALANCED SUPER-BEINGS ONE OF THE MOST DANGEROUS PLACES ON EARTH.

HERE, WITHIN THESE WALLS, ARE TWISTED MINDS, MUTILATED HEARTS, DEAD SOULS.

MADNESS HANGS ON THE AIR, SO THICK IT'S PALPABLE; THE SHADOWS SEETHE WITH UNKNOWN DANGERS.

BUT THE MASKED ADVENTURER FINDS EVEN **THIS** PLACE PREFERABLE TO **PARKER'S** WORLD. PARKER'S **PAIN.**

BETTER TO RISK HIS LIFE AS **THE SPIDER**--THAN LIVE ONE MORE MOMENT AS THE **MAN.**

WHEN THE WOMAN CALLED CHAKRA APPEARED TO HIM, SHE TOLD SPIDER-MAN THAT, IF HE DIDN'T COME HERE --WALK JUDAS TRAVELLER'S GAUNTLET--ALL OF RAVENCROFT'S INMATES WOULD BE **KILLED.***

THERE ARE MANY WHO WOULD HAVE *REPLIED*, "FINE. ***LET*** THEM DIE. THE WORLD WILL BE A BETTER PLACE ***WITHOUT*** THEM."

...SEEN THE **MIRACLES** SIMPLE HUMAN COMPASSION CAN BRING ABOUT.

*WEB #117. --DANNY

BUT SPIDER-MAN HAS WITNESSED DOCTOR KAFKA'S HEROIC STRUGGLES TO RESTORE SANITY TO BROKEN PSYCHES...

AND HE CAN'T LET HER WORK BE SO CAVALIERLY DESTROYED.

Open wide Pandora's Box.

Let the beasts and demons fly free.

OR AT LEAST THAT'S HOW **PARKER** WOULD HAVE RATIONALIZED BEING HERE.

THE SPIDER KNOWS THERE'S MORE TO IT THAN THAT.

DIDN'T CHAKRA **ALSO** SAY THAT--IF SPIDER-MAN SUCCEEDS IN **SAVING** THESE DANGEROUS LUNATICS--TRAVELLER WOULD SET THEM **LOOSE** IN THE WORLD?

AND DOESN'T THAT MAKE THIS A **NO-WIN** SITUATION --AS UTTERLY HOPELESS...

...AS HIS OWN LIFE?

AND **THERE'S** THE MAN **RESPONSIBLE** FOR HIS HOPELESSNESS:

DMITRI SMERDYAKOV. **THE CHAMELEON.**

NOTHINGNOTHINGNOTHING NOTHINGNOTHING

CREATOR OF THE SIMULACRA THAT MASQUERADED AS PETER PARKER'S PARENTS.

AT FIRST THE SPIDER WANTS TO **POUND** ON THE REINFORCED GLASS, BREAK INTO THE CELL, **FINISH** THE JOB THE WEAKLING PARKER DIDN'T HAVE THE STOMACH FOR. WRING THE **LIFE** OUT OF THE CHAMELEON.

BUT THEN HE HEARS THE MAN'S PATHETIC WHIMPERING. WATCHES AS SMERDYAKOV SHIFTS FROM FACE TO FACE, IDENTITY TO IDENTITY, DESPERATELY SEEKING A SELF THAT NO LONGER EXISTS...

...AND HE REALIZES THAT THE JOB HAS ALREADY BEEN **DONE.**

Look into the mirror of his mind...

...and see yourself.

FOR A MOMENT, AS HE STANDS THERE, HE FEELS HIS **OWN** SENSE OF SELF SLIPPING AWAY. SUCKED UNCONTROLLABLY INTO THE WHIRLPOOL OF THE CHAMELEON'S DEMENTIA.

HE THINKS OF THE **DUPLICATE** OF HIMSELF HE ENCOUNTERED EARLIER THIS EVENING--THE ONE CLAIMING TO BE THE **CLONE** HE'D THOUGHT LONG DEAD...

...AND FEELS A PARALYZING TERROR AT THE THOUGHT OF THAT UNHUMAN **THING** SOMEHOW **STEALING** HIS IDENTITY--LEAVING **HIM** AS MUCH A FACELESS MAN AS **SMERDYAKOV.**

THE UNBEARABLE THOUGHT FADES QUICKLY WHEN THE LIGHT IN THE CHAMELEON'S CELL SUDDENLY WINKS OUT...

...AND **ANOTHER** CELL ILLUMINATES **BEHIND** SPIDER-MAN.

CARNAGE.

NO PARAMETERS ON **THIS** ONE'S MADNESS. NO STRAITJACKET CAN HOLD IT. NO CELL CAN CONTAIN IT. NO PSYCHIATRIST CAN EXPLAIN IT.

"EXISTENCE," THAT MIND SEEMS TO WHISPER, "IS **POINTLESS.** THE GOOD PERISH. EVIL IS ETERNAL.

CLETUS KASADY'S MIND IS DARK CHAOS...OOZING OUT LIKE NUCLEAR WASTE, POISONING EVERYTHING **AROUND** IT.

"NO MORAL BOUNDARIES, NO MEANING. **NO GOD.**"

The beasts!

The demons!

The mirror!

THE LIGHT FADES IN CARNAGE'S CELL, PLUNGING THE RAVENCROFT CORRIDORS INTO DARKNESS...

...LEAVING SPIDER-MAN ALONE WITH HIS OWN FEVERED THOUGHTS.

AGITATED, AFRAID, HE STANDS IN THE SHADOWS, UNCERTAIN OF WHAT TO DO, WHERE TO TURN.

THE SPIDER'S MASK WAS SUPPOSED TO BE HIS PROTECTION... HIS SAFETY NET.

BUT NOW, IT SEEMS, HIS SAFETY NET IS GONE.

A THOUSAND THOUGHTS CRAWL, LIKE INSECTS, THROUGH HIS MIND.

A THOUSAND FEELINGS SPIN LIKE INTRICATE, UNBREAKABLE WEBS.

HE TRIES TO SHUT THEM OUT, PUSH THEM AWAY, BUT THE OVERWHELMING INSANITY OF THIS PLACE...

...CONTINUES TO SEEP THROUGH HIS EVERY PORE.

NO WALLS BETWEEN HIMSELF-- AND THE MADMEN LOCKED AWAY HERE.

Alone! Gazing into the shattered mirror of Self!

With no one to help you!

No soul to love you!

...MARY JANE-- ARE YOU LISTEN-ING TO ME?

--FOR PITTSBURGH... NOW BOARDING AT GATE THIRTY-FIVE--

La Guardia Airport

I'M SORRY, AUNT ANNA-- I WAS JUST... THINKING--

MAYBE THIS ISN'T THE RIGHT TIME TO BE DOING THIS. I MEAN, WITH MAY IN THE HOSPITAL AND ALL--

--HOW CAN I EVEN CONSIDER GOING BACK HOME--

THE DOCTORS SAY MAY COULD BE IN THAT COMA FOR WEEKS, MAYBE MONTHS--IF SHE COMES OUT OF IT AT ALL.

IF ANYTHING HAPPENS, I'LL CALL YOU IMMEDIATELY--

--YOU CAN BE ON THE PLANE AND BACK HERE IN A FEW HOURS.

NO...I... I CAN'T!

IT'S NOT RIGHT!

PETER NEEDS ME! HE--

PETER--?!

FROM WHAT YOU'VE TOLD ME, HE'S BEEN NO HELP AT ALL-- TO YOU OR MAY!

BUT HE'S BEEN UNDER SO MUCH PRES-SURE...HE'S--

AND YOU HAVEN'T?

MARY JANE WATSON--AREN'T YOU THE ONE WHO TOLD ME THAT YOU HAD TO DO THIS?

YES, BUT--

THAT IF YOU DIDN'T MAKE PEACE WITH THE PAST...WITH YOUR SISTER AND FATHER... YOU'D BE NO GOOD TO PETER, MAY, OR ANYONE?

I KNOW, BUT--

NO MORE "BUTS"! YOU GET ON THAT PLANE...RIGHT NOW--

--AND YOU GO SEE YOUR FAMILY!

SEEMS T'ME THAT THE ONLY *REAL* FAMILY I EVER *HAD*-- IS STANDING RIGHT HERE IN *FRONT* OF ME.

I ALWAYS TRIED TO DO WHAT WAS *RIGHT* FOR YOU.

AND YOU REALLY THINK *THIS* IS THE RIGHT THING?

WILL YOU *STOP* ASKING SO MANY QUESTIONS--

--AND *GO?*

I'LL CALL YOU AS SOON AS I GET TO *GAYLE'S.*

HAVE A SAFE TRIP, SWEETHEART.

AND DON'T YOU WORRY ABOUT *ANYTHING.*

Forest Hills Hospital

HE'S WORRIED ABOUT EVERY-THING.

WHAT WILL HAPPEN IF SHE DIES? WHAT KIND OF CONDITION WILL SHE BE IN IF SHE LIVES? ARE HER DOCTORS GOOD ENOUGH? ARE THERE SPECIALISTS THAT SHOULD BE CALLED IN?

HE KNOWS HE SHOULDN'T CARE--THAT HE HAS NO RIGHT TO CARE...

...BUT HOW CAN HE NOT?

MAYBE IT WAS A LIFE HE NEVER TRULY LIVED, A FAMILY HE NEVER TRULY HAD...

...BUT THE MEMORIES OF MAY PARKER ARE THERE NONETHELESS...

...AND THEY'RE THE ONES HE HOLDS MOST DEAR.

SHE MAY NOT KNOW HIM... BUT HE KNOWS HER...

... LOVES HER...

...TO THE BOTTOM OF HIS SOUL

MR. PARKER...?

I'M DOCTOR CAPUTO.

HIS THOUGHTS RACE FRANTI-CALLY:

DOES HE... DOES THE REAL PETER PARKER... KNOW THIS WOMAN? WHAT SHOULD HE DO? HOW SHOULD HE ACT?

HE HEARS THE NAME AND HE DOESN'T KNOW WHETHER TO REJOICE... OR RUN.

I DON'T MEAN TO *INTRUDE*, MR. PARKER... BUT, FROM ALL YOUR WIFE HAS *TOLD* ME ABOUT YOU, I FEEL AS IF WE'VE ALREADY *MET*.

AND... FRANKLY--

--YOU LOOK LIKE YOU COULD USE A *FRIEND*.

DOCTOR--

--YOU DON'T KNOW THE *HALF* OF IT.

INSECTS.
SPIDER.
WEBS.
MAN.
INSANE.
PARENTS DEAD.
FACELESS.
WIFE GONE.
ALONE.
AUNT DYING.
ALONALONE ALONEALONE!

NO! HIS FRAGMENTING THOUGHTS SCREAM. IF I CAN JUST STAY CALM... SAFE HERE BEHIND THE MASK... I'LL *MAKE* IT.

HE KNOWS IT'S A LIE AS SOON AS HE *THINKS* IT...

...AND THE SHADOWS *THEMSELVES* SEEM TO MOCK HIS FALSE BRAVADO.

EYES WATCHING.

VOICES CHATTERING.

TALKING ABOUT HIM.

LAUGHING AT HIM!

I KNOW YOU'RE THERE!

WHY WON'T YOU LEAVE ME *ALONE*?!

STOP *LAUGHING* AT ME! STOP *HIDING*!

STOP HIDING AND *SHOW YOURSELF*!

WHO *ARE* YOU?!

WHAT DO YOU *WANT* FROM ME?!

WHY ARE YOU *DOING* THIS?!

WHY WON'T YOU LEAVE ME A--

RA-A-A-A

WHY *STRUGGLE?* I'VE BEEN DANCING THROUGH YOUR CONSCIOUSNESS FOR *HOURS*--

--DO YOU THINK YOU CAN FORCE ME OUT *NOW?*

ALL THROUGH THIS INSTITUTION ARE MINDS *OBSESSED* WITH YOU, SPIDER-MAN. YOUR NAME RUNS LIKE A *MANTRA* THROUGH THEIR TWISTED PSYCHES.

--BY PUSHING ASIDE THE FINAL VEILS OF CONSCIOUSNESS--

--AND *MOVING IN* ...TO THE PARTS OF YOUR SOUL SO DEEP, SO *SHADOWED*--

--THAT YOU *YOURSELF* ARE UNAWARE OF THE TRUTHS THAT RESIDE--

--THERE...?!

THEY STRAIN, FUTILELY, TO *UNDERSTAND* YOU... BUT THEIR VERY MADNESS PREVENTS THEM FROM EVER *DOING* IT.

I WANT TO UNDERSTAND YOU, AS WELL--

--AND I *WILL*--

HAHAHAHAHA

HAHAHAHA

HA-A-A-A

TH-

TOOM!

TH-

TOOH!

TH-TO

OOM!

THAT YOU ARE.

AN UTTERLY BROKEN MAN.

HE KNOWS THAT TRA-VELLER IS RIGHT.

BROKEN, NOT BY THIS NIGHT'S EVENTS-- BUT BY A LIFETIME.

AUNTMAYMARY JANEGWENUNCLEBEN

HOW LONG, HE THINKS (IF THESE CRIPPLED IMPULSES THAT CRAWL ACROSS HIS MIND CAN BE **CALLED** THOUGHT), CAN HE GO ON FIGHTING?

AND FOR **WHAT?**

SOME IMAGINED IDEAL? SOME MORAL LINE IN THE SAND?

BETTER TO WITH-DRAW INTO NOTHING-NESS LIKE **SMERD-YAKOV**... THAN LIVE IN THIS CRUEL AND HEARTLESS WORLD.

AAAA

SOON PERHAPS-- BUT NOT JUST *YET.*

OUR LITTLE EXPERIMENT-- ISN'T QUITE *OVER.*

YOU SEE, *SCRIER,* MY OLD AND DEAR FRIEND--

--WHEN I LOOKED INTO HIS MIND, I DISCOVERED--

--THAT THERE'S... *ANOTHER* ONE.

I AM *CHAKRA*... AND I BRING YOU A MESSAGE--

--A *CHOICE*--

--FROM *THE TRAVELLER.*

HOW DID YOU--?!

SAY NOTHING. ASK NOTHING. JUST *LISTEN*--

--AND *CONSIDER.*

YOUR DOUBLE... YOUR *RIVAL*... WILL *DIE*, BY MY MASTER'S HAND, WITHIN THE *HOUR.*

LET SPIDER-MAN DIE--AND YOU CAN HAVE THE LIFE, THE IDENTITY--

--YOU HAVE *DREAMED* OF... *HUNGERED* FOR... DURING YOUR LONG YEARS OF EXILE.

OR--

--COME *WITH* ME TO RAVENCROFT--

--AND RISK YOUR *OWN* LIFE--

"--TO SAVE THE ONE MAN IN ALL THE WORLD--

"--WHOSE DEATH--

"--WOULD SET YOU FREE,"

AAAA

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POWER RESPONSIBILITY

PART 3

SPIDER-MAN®

INSIDE: TRAVELLER™ TRIUMPHANT!

AT LAST! SPIDER-MAN'S **CLONE** SWINGS INTO ACTION...

...TO SAVE THE LIFE OF THE *ORIGINAL!*

A HEARTBEAT AWAY!

POWER & RESPONSIBILITY

Part 3 of 4

Stan Lee presents

HOWARD MACKIE / TOM LYLE
story and art

SCOTT HANNA
finishes

STARKINGS/ COMICRAFT
lettering

KEVIN TINSLEY
colors

DANNY FINGEROTH
editor

TOM DeFALCO
chief

I WISH YOU COULD HEAR ME, AUNT MAY...

...OR DO I?

WHAT WOULD YOU THINK IF YOU SAW MY FACE?

THAT I WAS YOUR NEPHEW... PETER PARKER?

YOU'D BE WRONG.

I'M NOBODY!

Oh, I MAY LOOK LIKE PETER...

...AND EVEN POSSESS SOME OF HIS MEMORIES.

BUT I'M A SHAM... A FAKE... A *CLONE!*

I'VE STAYED AWAY FROM THIS CITY... THIS LIFE... FOR YEARS.

I MOVED AROUND... TRIED TO PUSH EVERYTHING ABOUT PETER'S LIFE OUT OF MY MIND.

BUT THERE WAS ALWAYS YOU. I COULDN'T ... DIDN'T WANT TO... FORGET YOU. I EVEN STARTED CALLING MYSELF *BEN REILLY.*

BEN AFTER THE MEMORY OF UNCLE BEN, AND REILLY WAS YOUR MAIDEN NAME.

I THOUGHT MYSELF PRETTY CLEVER.

THEN YOU GOT SICK...

...I *HAD* TO COME BACK.

AND THEN EVERYTHING FELL IN ON ME.

PETER AND I FACED EACH OTHER.*

THE RESULTS WERE TO BE EXPECTED.

* WEB #117. -- DANNY

THEN THE WOMAN CALLING HERSELF *CHAKRA* APPEARED.

PETER FOLLOWED HER... FOLLOWED HER INTO DANGER... TOWARD RAVEN-CROFT.

THERE WAS SOMETHING ABOUT WHAT SHE SAID. SOMETHING ABOUT THE WAY PETER WAS ACTING.

SOMETHING THAT MAKES ME THINK THAT...

... PETER PARKER IS GOING TO *DIE* TONIGHT.

NOW HERE I AM.

QUES-TIONING WHAT TO DO.

HOPING THAT YOU'LL COME OUT OF YOUR COMA AND MAKE IT ALL BETTER ... LIKE THE AUNT MAY OF MY ... *HIS* ... MEMORIES.

WHAT DO I DO, AUNT MAY?

IF I DON'T ACT, PETER MIGHT DIE.

THEN, ONCE AND FOR ALL, I CAN HAVE THE LIFE I'VE BEEN DREAMING OF FOR ALL THESE YEARS.

ALL I HAVE TO DO IS SIT HERE.

DO NOTHING AND THE MEMORIES ... THE LIFE ... ALL OF IT ...

... CAN BE *MINE!*

IT'S NOT EVEN A REAL QUESTION THAT I'M ASKING MYSELF... I KNOW WHAT I HAVE TO DO.

IT'S WHAT *HE* WOULD DO.

BOTTOM LINE... I *AM* HIM.

ESSENTIALLY, YOU RAISED US *BOTH!*

I KEPT SOME MEMENTOS FROM THE OLD DAYS.

JUST COULDN'T LET GO OF THEM. THEY... SPIDER-MAN... WERE AS MUCH A PART OF THE LIFE THAT COULD NEVER BE MINE AS YOU WERE, AUNT MAY.

THANK YOU, AUNT MAY.

NO MATTER WHAT ELSE HAPPENS. NO MATTER WHO I AM... IF I DIE... IF... IF... YOU... DIE...

THE MEMORIES I HAVE OF *YOU*...

... HAVE MADE MY LIFE SEEM *REAL*.

THE INTENSIVE CARE UNIT'S NURSES STATION...

DOCTOR CAPUTO... I'M GETTING A FLATLINE ON THE PARKER MONITOR.

HER HEART.

WE'VE GOT A CODE RED!

MOVE IT, LUCY! I'M NOT GOING TO LOSE HER!

IT'S OKAY... IT'S OKAY... SHE'S FINE...

THE MONITOR CABLE DISCONNECTED.

GOD, I HATE THESE THINGS!

LUCY...? HAS ANYONE SEEN MISTER PARKER?

HE WAS IN HERE EARLIER. I THOUGHT HE'D BE STAYING THE NIGHT.

NO, DOCTOR...

"... I NEVER SAW HIM LEAVE."

I'M TOO MUCH LIKE PETER FOR MY OWN GOOD.

CAN'T RESIST PLAYING THE HERO.

MAYBE THIS TIME I'LL *REALLY* DIE!

PUT AN END TO IT ALL!

THE RAVENCROFT INSTITUTE...

THIS SPIDER-MAN HAS PROVEN A DIS-APPOINTMENT, MISTER NACHT--

--IS THE OTHER ONE ON HIS WAY?

CHAKRA BELIEVES SO. WILL YOU BE GREETING HIM, TRAVELLER?

NO. TIME ENOUGH FOR THAT LATER. FOR NOW I WILL OBSERVE THIS ONE.

THERE MUST BE SOMETHING MORE TO HIM. THE MINDS OF THE INMATES GATHERED HERE WERE OBSESSED BY HIM...

I *MUST* UNDERSTAND HIS ESSENCE.

SEE TO IT THAT THE OTHER IS ALLOWED TO ENTER. HAVE *BOONE* AND *MEDEA* ENGAGE HIM.

AND SEE TO IT THAT BOONE KEEPS MEDEA UNDER CONTROL. I WANT THE SUBJECT UN-DAMAGED.

OF COURSE, JUDAS.

AND, NACHT...

...I WILL EXPECT COPIOUS NOTES.

MEANWHILE, OUTSIDE RAVENCROFT...

THE RAVENCROFT SECURITY FORCES, LED BY JOHN JAMESON, HAVE BEEN JOINED BY LOCAL LAW ENFORCEMENT AGENCIES AND THE MEDIA.

ALL ARE KEPT OUT OF THE FACILITIES BY AN IMPENETRABLE BARRIER.

POLICE PATROLS BLANKET THE AREA, GUARANTEEING THAT NO ONE SLIPS OUT FROM INSIDE.

BUT THE POLICE CANNOT BE EVERYWHERE... SEE EVERYTHING.

THIS IS THE PLACE BUT -- IF NO ONE ELSE CAN...

...WILL I BE ABLE TO GET THROUGH THIS...

...STUFF?

THAT WAS EASY.

LIKE MAYBE THEY WERE *EXPECTING* ME.

QUIET IN HERE--

KRAK

HOW'D HE DO THAT, BOONE?

I HAD HIM DEAD IN MY SIGHTS! SHOULD BE NOTHIN' BUT A PILE OF CHARRED BONES LEFT.

CONSIDER YOURSELF LUCKY THEN, MEDEA.

TRAVELLER WANT THIS ONE ALIVE. WE'RE JUST SUPPOSED TO PLAY WITH HIM A LITTLE.

YEAH, RIGHT. NOW, WHERE DID HE GO? YOU'RE THE TRACKER-MAN... SO FIND HIM ALREADY!

I'M ON HIM, GIRL.

MEANWHILE...

GOT... TO... GET... FREE!

CARNAGE... CHAMELEON... SHRIEK... THE OTHERS!

TRAVELLER... WILL... KILL THEM ALL! OR...

...SET THEM FREE!

DON'T KNOW... WHICH... IS WORSE!

GOT TO DO... SOME-THING... ANY-THING!

I LOSE... EITHER... WAY!

GET OUT OF MY HEAD...

WHY WON'T YOU...

...LET ME BE...

UNCLEBEN KRAVENCHAMELEON AUNTMAYMOMDAD DOCOCKVULTURE GWENCARNAGE VENOMMARYJANE... HARRY...

GOTCHA, PETEY!

NO! GET AWAY!

I CAME HERE TO ESCAPE ALL OF YOU. I WANT PEACE!

THERE IS NO PEACE HERE, SPIDER-MAN.

NOT FOR US!

WE HAVE THE POWER...

... WE HAVE THE RESPONSI-BILITY!

OUR FRIENDS... OUR FAMILY... EVERYONE -- THEY NEED US!

WE'VE TANGLED THEM ALL IN THE WEB OF OUR LIFE.

NOW WE HAVE TO USE OUR POWER AGAINST ...

"... THEM!"

POWER... RESPONSIBILITY... POWER... RESPONSIBILITY...

WHAT SORT OF MAN ARE YOU...

...WHAT SORT OF MAN...

MEANWHILE...

WHERE IS HE, BOONE? YOU SAID THE TRAIL LED *HERE!*

I DID... AND THERE HE *IS!* HEADIN' *INSIDE.*

I CAN TAKE HIS HEAD OFF FROM HERE AND NOT EVEN SCORCH HIS SHIRT. I *KNOW* I CAN.

C'MON, GIRL. YOU KNOW THE BOSS'S ORDERS. WE'RE TO TEST HIM, BANG HIM UP A LITTLE, SEE WHAT HE'S MADE OF, BUT *NO KILLING.*

YOU GUYS ALWAYS TAKE THE *FUN* OUT OF EVERYTHING.

GET USED TO IT. I DID.

COME.

WELL, YOU'LL HAVE TO *EXCUSE* ME IF HE "*ACCIDENTALLY*" GETS *DEAD* IN THE FIGHT. IT'S WHAT I DO *BEST*.

YOU'D BEST LEARN TO ADAPT AND FOLLOW ORDERS, KID. TRAVELLER WILL ONLY PUT UP WITH SO *MUCH* OF YOUR NONSENSE.

WHAT AM I DOING HERE?

I DON'T WANT THIS FIGHT.

THIS ISN'T MY FIGHT...ISN'T MY *LIFE*. I WANT TO GET IN -- SAVE HIM -- AND GET *OUT*.

IT'S FOR *AUNT MAY*...AUNT MAY *ALONE!*

AFTER I'M DONE HE CAN GET BACK TO *HIS* LIFE AND I'LL GET BACK TO WHATEVER IT IS I HAVE THAT IS PASSING FOR A LIFE.

BUT I *KNOW* I CAN DO IT WITHOUT A FIGHT.

SPIDER-SENSE BUZZING LIKE *CRAZY!* GOT... TO...

MOVE!

KRAKOOM

GOOD GIRL, MEDEA. YOU DIDN'T KILL HIM.

TRUST ME -- I *TRIED!* YOU PINPOINTED *EXACTLY* WHERE HE'D BE. I HAD A *DEAD* AIM!

BUT HE KEPT GETTING OUT OF THE WAY -- ALMOST LIKE HE *KNEW* THE SHOT WAS COMING.

I DON'T WANT THIS FIGHT... I DON'T *NEED* THIS FIGHT...

MEANWHILE...

FAMILY... FRIENDS... ALL BEING SUCKED DOWN BY MY LIFE...

...ONLY THE *VILLAINS* PULL FREE.

NO MORE!

I DO HAVE THE *POWER!*

KRAK

PAIN WILL NOT STOP ME!

MADNESS WILL NOT STOP ME!

THE POWER AND RESPONSI-BILITY...

...ARE *MINE!*

NO...

...THEY'RE *OURS!*

YOU!

YOU'RE A PART OF MY *PAST!*

NO MORE "GOTCHA"!

IT ENDS *HERE!*

NOW!

GOOD FOR YOU, SPIDER-MAN!

GOOD FOR *US!*

WHEN THE TIME IS RIGHT, I'LL BE BACK. WE WILL BE WHOLE ONCE MORE. BUT UNTIL THEN, REMEMBER...

WITH GREAT POWER...

...MUST COME GREAT RESPONSI-BILITY!

YOU HAVE *EMERGED* FROM YOUR DANCE WITH MADNESS.

SHALL WE PROCEED, THEN?

NEARBY...

I'VE GOT TO GET OUT OF HERE!

IT WAS A MISTAKE EVER COMING BACK. EVER BELIEVING I COULD--

WITH GREAT POWER...

...MUST COME GREAT RESPONSI-BILITY!

DON'T KNOW WHERE *THAT* CAME FROM!

IT'S BEEN A LONG TIME SINCE THAT THOUGHT POPPED INTO MY HEAD.

BUT THINGS ARE A LITTLE CLEARER RIGHT NOW.

EVEN IF I COULD GET AWAY... WAS WILLING TO SACRIFICE SPIDER-MAN'S LIFE...

...I CAN'T LEAVE THE LIKES OF THESE TWO RUNNING LOOSE.

REAL MEMORIES... OR NOT... *THIS* IS WHO I AM!

THIS IS ALL I KNOW!

IT ALL COMES BACK SO EASILY.

REFLEXES ARE STILL THERE.

MEMORIES OF DOZENS OF FIGHTS WHICH I NEVER FOUGHT.

I CAN DO THIS.

EXCUSE ME.

I'M ALMOST IMPRESSED, BUT BOONE WASN'T THE WARRIOR OF TRAVELLER'S *HOST*.

CURRENTLY, THAT HONOR IS...

...*MINE!*

SHE'S FAST... AND STRONG!

AND I'M RUSTIER THAN I THOUGHT!

THIS IS MORE LIKE IT. I WAS AFRAID YOU WERE A *WIMP* AND THAT I WOULDN'T GET TO HAVE ANY FUN.

HER STRENGTH IS OBVIOUSLY ENHANCED.

GOT TO DO SOME-THING.

CAN'T TAKE THIS KIND OF POUNDING FOR TOO MUCH LONGER.

BUT SHE'S A WOMAN.

WELL -- SO WAS MEDUSA!

GOTTA DEFEAT THEM...

...NO MATTER *WHAT!*

I'VE GOT TO FIND SPIDER-MAN AND THEN GET AWAY FROM HERE...AWAY FROM THIS CITY...

...AWAY FROM THIS *LIFE!*

AT THAT MOMENT...

YOU ARE PROVING TO BE AN *INTRIGUING* EXPERI-MENT.

I SEE THE NEED TO PROBE ***FURTHER*** IF I AM ABLE TO GAIN ANY TRUE INSIGHT INTO THE NATURE OF YOUR BEING.

UNFORTUNATELY, THIS MAY TAKE PUSHING YOUR MIND TO YOUR BREAKING POINT.

I AM SORRY.

no.

GET OUT OF MY HEAD.

GET...

...OUT!

IT'S OVER, *TRAVELLER!*

NO MORE *MIND GAMES!*

NO MORE *THREATS!*

YOU CANNOT KILL OR RELEASE THE RAVENCROFT INMATES IF I'VE BEATEN YOU TO A *PULP!*

TRUE...

...BUT, AS YOU CAN SEE, THIS IS *ONE* CONFRONTATION THAT WILL NOT BE RESOLVED WITH YOUR *FISTS.*

WHAT SHALL WE DO NOW?

WHAT?

THUK

WHAT IS *THIS*? WE HAVE COMPANY?

I HAVE BEEN *EXPECTING* YOU... *BEN!*

I'M TAKING HIM *OUT* OF HERE. MOVE ASIDE.

NOW!

NO. I AM AFRAID THAT IS *NOT* GOING TO HAPPEN.

NOT JUST YET.

POWER & RESPONSIBILITY
CONCLUDES IN
SPECTACULAR SPIDER-MAN #217

MARVEL® COMICS

POWER AND RESPONSIBILITY

FINALE

the SPECTACULAR SPIDER-MAN™

THE END -- AND THE BEGINNING!

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217 OCT

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FOR THE LIVES OF THEIR *ENEMIES--* *SPIDEY®* AND *THE CLONE* FIGHT SIDE-BY-SIDE IN THE FURIOUS FINAL BATTLE WITH TRAVELLER!™

Sal Buscema

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN

POWER AND RESPONSIBILITY PART 4 OF 4

higher ground!

RARELY HAS THE MAN KNOWN AS JUDAS TRAVELLER BEEN SO PLEASED WITH HIMSELF.

A WORLD RENOWNED PHILOSOPHER AND PSYCHOLOGIST, HE HAS DEVOTED YEARS --FAR MORE THAN THE ACADEMIC COMMUNITY EVEN IMAGINES--TO THE STUDY OF HUMAN NATURE...

...WITH A SPECIAL FOCUS ON MAN'S CAPACITY FOR **EVIL!**

THUS, HE HAS COME TO RAVENCROFT, AN INSTITUTION DEVOTED TO THE CRIMINALLY INSANE.

HE ORIGINALLY INTENDED TO STUDY ITS SUPER-POWERED INHABITANTS--

--AND THEN, TO SELECT AN APPROPRIATE TEST SUBJECT WHICH HE COULD USE IN A CONTROLLED EXPERIMENT.

ANOTHER ONE OF HIS ENDLESS EXPLORATIONS INTO THE HUMAN POTENTIAL FOR SPIRITUAL GREATNESS.

BUT TO HIS SURPRISE AND DELIGHT, INSTEAD OF A SINGLE TEST SUBJECT--

TOM DeFALCO WRITER
SAL BUSCEMA ARTIST
CLEM ROBINS LETTERER
KEVIN TINSLEY COLORIST
MARK POWERS EDITOR
DANNY FINGEROTH GROUP EDITOR

--HE NOW HAS TWO!

AN ORIGINAL AND A COPY.

AN INDIVIDUAL AND HIS CLONE.

IDENTICAL...VIRTUALLY INDISTINGUISHABLE ...IN SO MANY RESPECTS.

AND YET, ON SOME INTUITIVE LEVEL, TRAVELLER SENSES THAT ONE IS DESPERATELY ATTEMPTING TO FLEE A LIFE ...A LIFE THE OTHER CRAVES WITH EQUAL DESPERATION!

THOUGH IT WAS HE WHO LURED THEM BOTH HERE, IT IS EACH OTHER THAT THEY VIEW WARILY...SUSPICIOUSLY AWAITING--ALMOST DARING--THE OTHER TO POUNCE!

REALIZING THAT NEITHER WILL MAKE THE FIRST MOVE, TRAVELLER STEALS THEIR ATTENTION WITH A HARSH LAUGH.

AND, EVEN AS THEY FOCUS UPON HIM, HIS EYES TAKE ON A FIERCE AND CHILLING GLOW!

THE ROOM SUDDENLY BEGINS TO SHIFT, SWIRLING IN WILD, CHAOTIC PATTERNS.

ABRUPTLY--AND, PERHAPS, MERCIFULLY-- CONSCIOUSNESS FADES...

OUTSIDE...

A BARRIER OF SHIMMERING ENERGY ENSHROUDS THE INSTITUTE--

--DENYING ACCESS TO THE POLICE, THE NEWS MEDIA--

--AND RAVENCROFT'S STAFF!

JUDAS TRAVELLER IS ONE OF THE MOST RESPECTED MINDS IN THE FIELD OF CRIMINAL INSANITY!

WHY?! WHY WOULD HE *SEIZE* THE INSTITUTE--AND WHAT IS THE *SOURCE* OF HIS POWER?

I CAN'T ANSWER EITHER QUESTION, *DOCTOR KAFKA* ...BUT I DON'T THINK THE MAN MEANS *US* ANY HARM!

HE HAD ME COMPLETELY AT HIS MERCY... BUT RELEASED ME!

MAYBE HE ALREADY HAS ENOUGH *HOSTAGES*, EDWARD...

WHAT DO YOU MEAN, *COLONEL JAMESON*?

THINK ABOUT IT! HE THREATENED TO **KILL** ALL THE INMATES...OR **FREE** THEM!

WHAT WOULD *HAPPEN* TO THE PEOPLE IN THIS CROWD--

"--IF A MANIAC LIKE *CARNAGE* EVER GOT LOOSE?!"

FASCINATING! THE MIND OF ANY SERIAL KILLER IS WORTHY OF STUDY...

BUT ONE COULD EASILY SPEND A LIFETIME ON THE INTERPLAY BETWEEN *CLETUS KASADY* AND HIS *ALIEN SYMBIOTE*!

TRAVELLER...

WHAT IS IT, MR. BOONE?

MEDEA AND I PUT YOUR TEST SUBJECTS IN THE STORAGE BASEMENT LIKE YOU REQUESTED!

EXCELLENT!

THEY WILL SOON AWAKEN, MR. NACHT. I SUGGEST YOU TAKE YOUR OBSERVATION POST.

AND, MR. NACHT ...YOUR NOTES MUST REFLECT EVERY SUBTLE DETAIL!

OF COURSE, JUDAS.

TRAVELLER! THE BARRIER STRAINS EVEN YOUR RESOURCES.

WE CANNOT MAINTAIN IT MUCH LONGER.

I UNDERSTAND, SCRIER. I WILL ADHERE TO OUR SCHEDULE.

CHAKRA! I HAVE A LITTLE ERRAND FOR YOU...

WHAT ARE MY INSTRUCTIONS?

HE'S WHISPERING...

I DIDN'T CATCH WHERE HE SENT HER, BUT SHE SEEMS TO BE IN QUITE A HURRY!

WHAT ABOUT YOUR THREAT, TRAVELLER? ARE YOU REALLY GOING TO SLAUGHTER ALL THE INMATES?

HARDLY, MY DEAR MEDEA...

I AM NOT NEARLY AS COLD-BLOODED AS YOU.

INSTEAD, I SHALL SIMPLY LIBERATE THEM--

"--AND AWAIT THE RESULTS!"

UGNNN

SOUNDS LIKE YOU'RE IN QUITE A BIT OF PAIN, FELLA!

WELL, I'VE GOT A FLASH FOR YOU...

THAT'S ONLY THE START!

TELL ME WHAT YOUR BOSS IS PLANNING... AND I MEAN NOW!

SKRAK

MY BOSS--?!

THE TRAVELLER!

YOU'RE OBVIOUSLY WORKING FOR HIM!

HE'S THE ONE WHO MUST HAVE DRESSED YOU UP TO LOOK LIKE PETER PARKER--GAVE YOU THAT MASK-- THOSE GLOVES-- AND TOLD YOU TO MASQUERADE AS MY CLONE!

WHAT THE--?!

SOMETHING SEEMS TO BE WRONG WITH MY WEB-SHOOTERS, BUT I CAN'T WORRY ABOUT THAT NOW!

DIDN'T YOU THINK I'D GUESS THE TRUTH? TRAVELLER'S BEEN MESSING WITH MY HEAD --TRYING TO DRIVE ME CRAZY--EVER SINCE I GOT HERE!

I JUST WANT TO KNOW WHY!!

WHY?!

SPZATT!

THAT'S A NICE SCENARIO--

--BUT IT'S PURE FANTASY!

I DIDN'T *HAVE* TO COME HERE, MISTER! I DID IT TO SAVE YOU!

YEAH... *RIGHT!*

MY CLONE, MY SAVIOR... *NOW* LOOK WHO'S TALKING FANTASY!

HE DOESN'T BELIEVE ME ...AND WHY SHOULD HE?!

MAYBE I JUST SHOULD HAVE STAYED *OUT* OF--*UH-OH!* HE DELIBERATELY LEAPT *OVER* ME SO HE COULD SOMERSAULT INTO A BETTER *ATTACK POSITION!*

I'M SURPRISED *TRAVELLER* DIDN'T CHOOSE A BETTER FIGHTER!

I HAVEN'T FAKED ANYONE OUT WITH THIS MANEUVER SINCE JUNIOR HIGH!

THAT'S A LIE!

YOU WERE ALREADY IN HIGH SCHOOL WHEN THE RADIOACTIVE SPIDER BIT YOU!

YOU'VE *CHANGED*, PARKER! YOU *USED* TO HAVE A SENSE OF HUMOR, A *FLAIR* FOR JOKES AND WITTICISMS!

WHAT HAPPENED? WHY ARE YOU SO BITTER AND ANGRY?!

LIFE HAPPENED ...NOT THAT IT'S ANY OF YOUR BUSINESS!

I *KNOW!* I HAVE YOUR MEMORIES!

AND *STOP* CALLING ME PARKER!

I HEAR YOU *LOUD* AND--

OH, NO!

I'M SPIDER-MAN! **SPIDER-MAN!**

"WE'VE GOT COMPANY!"

KILL THEM!

KILL THEM BOTH!

TRAVELLER FREED THE INMATES... JUST LIKE HE SAID!

BUT THE *ENERGY FIELD*--WHICH IS COCOONING THE INSTITUTE--MUST BE PREVENTING THEIR ESCAPE!

LUCKY US!

I HOPE *YOU* HAVE A PLAN! I CERTAINLY *DON'T*!

A HARSH LAUGH IS THE SPIDER'S ONLY RESPONSE--

--AS HE EAGERLY SPRINGS FORWARD--

--LASHING OUT BRUTALLY--

--MERCILESSLY--

--AND, TO THE SHOCK OF THE MAN WHO CALLS HIMSELF BEN REILLY... ALMOST JOYFULLY!

GET A HOLD OF YOURSELF, PAR... SPIDER-MAN!

SLOW DOWN!

THERE'S NO *NEED* TO HURT THESE PEOPLE!

THEY'RE HERE BECAUSE THEY *AREN'T* RESPONSIBLE FOR THEIR ACTIONS!

YOU ARE!

ACT LIKE IT!

PETER PARKER WOULD AGREE WITH BEN'S WORDS...

...BUT THE SPIDER MERELY CONTINUES HIS SAVAGE BARRAGE--

--UNLEASHING ONE PUNISHING BLOW--

--AFTER ANOTHER

--UNTIL BEN REILLY CAN STOMACH NO MORE!

STOP IT, SPIDER-MAN!

YOU'RE SUPPOSED TO BE THE HERO HERE!

THE GOOD GUY!

YOUR AUNT AND UNCLE DIDN'T RAISE YOU TO BE SOME DARK VIGILANTE!

THEY TAUGHT YOU THE DIFFERENCE BETWEEN RIGHT AND WRONG!

GOOD AND EVIL!

DON'T DISGRACE THEM WITH YOUR ACTIONS!

THAT'S SO EASY FOR YOU TO SAY!

BUT YOU DON'T KNOW THE HORRORS I'VE EXPERIENCED!

IF YOU REALLY HATE YOUR LIFE SO MUCH--

GIVE IT UP!

I'LL TAKE IT!

GLADLY!

THE SPIDER IS SORELY TEMPTED...

IT WOULD BE SO EASY TO ALLOW THIS GENETIC ANOMALY TO ASSUME THE LIFE HE WISHES TO DISCARD...FREEING HIM FROM ALL THE PAIN, ALL THE RESPONSIBILITY.

BUT THE MAN REFUSES TO DIE!

NOT A CHANCE, PAL!

THEN, PLEASE...WORK WITH ME...OR NEITHER OF US WILL LEAVE THIS PLACE ALIVE!

NOTING EVERY WORD AND GESTURE, MR. NACHT SURREPTITIOUSLY QUITS HIS POST--

--AND DELIVERS A MOST PRELIMINARY REPORT!

THE TEST SUBJECTS HAVE FORMED AN ALLIANCE.

INTERESTING! I WAS UNCERTAIN THEY COULD OVERCOME THEIR PERSONAL ENMITY!

DO I GET TO PLAY WITH THEM NOW?

AS THE WARRIOR OF THE *HOST*, I SHOULD BE GRANTED THE PLEASURE OF DISPATCHING THEM!

BE SILENT, MEDEA...

I WILL NOT CAUTION YOU AGAIN!

Y-YES, SIR!

TRAVELLER! I HAVE COMPLETED MY ASSIGNMENT.

WELL DONE, CHAKRA...

IT PRESENTED A MOST INTERESTING *CHALLENGE*...AND I MUST SAY THAT I AM VERY CURIOUS TO LEARN *WHY* YOU REQUIRED THIS LETTER TO BE *POSTMARKED*...

...A WEEK AGO?!

IT WILL SERVE AS AN ADDITIONAL MISDIRECTION FOR THE AUTHORITIES!

JUDAS...

I AM WELL AWARE OF THE PASSING TIME, SCRIER. ONLY A FEW TESTS REMAIN.

YOU MAY NOW ATTEND TO THE *ENERGY BARRIER*--

--WHILE THE OTHERS MAKE THE NECESSARY *PREPARATIONS* FOR OUR IMMINENT DEPARTURE!

AND, MERE MOMENTS LATER...

COLONEL JAMESON... *LOOK!*

SOMETHING IS HAPPENING!

YOU'RE *RIGHT*, DOCTOR KAFKA! THAT SHIMMERING *COCOON* IS GROWING!

I-IT'S SPREADING *OUT* FROM THE MAIN BUILDING ...MOVING TOWARD *US!*

FALL BACK!

THIS COULD BE SOME KIND OF AN--

:*UNNN!*:

THEY FALL...

CRUMBLING TO THE GROUND LIKE PUPPETS WHOSE STRINGS WERE SUDDENLY SEVERED...

SKYWAYS EXPRESS FLIGHT 4918, BOUND FOR PITTSBURGH...

I THOUGHT I RECOGNIZED YOU, MS. WATSON...

SHOULD I CALL YOU *MS. WATSON* ...OR WOULD YOU PREFER *MARY JANE*?

I USED TO BE SUCH A FAN OF *SECRET HOSPITAL*.

IT'S JUST NOT THE SAME SINCE THEY *DUMPED* YOUR CHARACTER FROM THE SERIES.

I APPRECIATE YOUR SUPPORT, MRS HOLLAND.

I DO HOPE THEY'LL BRING YOU BACK. YOU WERE SUCH A SCHEMING, MANIPULATIVE *WITCH!*

YOU ADDED REAL *SPICE* TO THAT SHOW.

uh... THANK YOU.

I'VE GOT TO CALL *AUNT ANNA* AS SOON AS THE PLANE LANDS!

I SHOULD NEVER HAVE LEFT! NOT WITH *MAY* STILL IN A COMA!

WHAT'S WRONG WITH ME? WHY DID I HAVE TO VISIT MY FAMILY *NOW*?

I'VE GOT TO MAKE PEACE WITH MY *SISTER* AND *FATHER*, BUT I'LL NEVER FORGIVE MYSELF IF ANYTHING HAPPENS WHILE I'M AWAY--!

POOR *PETER!* I WONDER IF HE FOUND MY NOTE? DOES HE EVEN KNOW...OR CARE... THAT I'M GONE?

ARE YOU ALL RIGHT, MY DEAR?

YOU SUDDENLY LOOK *PALE!*

I... *MY STOMACH!*

EXCUSE ME... *PLEASE!* I MUST GET PAST!

:HAR-RUMPH!:

I...

I THINK I'M GOING TO BE *SICK!*

MEANWHILE, BACK AT RAVENCROFT...

WE DID IT! WE MANAGED TO GET PAST THE INMATES --AND BARRICADE THE BASEMENT DOOR!

BUT WE CAN'T LEAVE THEM DOWN THERE!

IT'S ONLY A MATTER OF TIME BEFORE THEY START KILLING EACH OTHER!

WE CAN'T WORRY ABOUT THEM NOW! TRAVELLER IS OUR MAIN CONCERN!

THAT MAY BE THE WAY YOU FEEL, BUT--

MOVE IT, PAL!

--MY SPIDER-SENSE IS SUDDENLY WARNING ME OF DANGER!

THAT'S A RELIEF!

FOR A SECOND THERE, I THOUGHT THAT BUZZING WAS AN EARLY SIGN OF THE FLU!

KA-AAK

HA! HA! HA!

A FEW CHOICE VICTIMS FOR ME TO PRACTICE MY ART ON.

WHILE MY FELLOW PATIENTS RAN FOR THE EXITS, I HUNTED DOWN MY LASER LASH! AFTER ALL, I COULDN'T LEAVE WITHOUT IT!

NICE MASKS, GENTLEMEN! TOO BAD I HATE MASKS!

A MAN WITH A MASK HELPED THEM LOCK ME AWAY! ME! THE GREATEST SHOWMAN ON EARTH!

I'M NOT CRAZY! I MERELY HAVE A UNIQUE PERSPECTIVE! ONE WHICH YOU WILL SOON BE PRIVILEGED TO SHARE!

OMIGOSH! I-IT'S WILD WHIP!

YOU KNOW THIS CREEP--?!

HE'S OBVIOUSLY TALKING ABOUT YOU, BUDDY BOY! I DIDN'T REALIZE YOU PLAYED HERO ON THE LAM!

I RARELY DID...

...BUT THERE ARE EXCEPTIONS TO EVERY RULE!

THE SHOW IS THE THING, GENTLEMEN!

BETTER AN EXCITING DEATH THAN A BORING LIFE!

ZAK!

MOVE IT, SPIDEY! JUMP!

HIS WHIP DISCHARGES HIGH-VOLTAGE CONCUSSION BLASTS!

OH, REALLY--?!

MAYBE NEXT TIME YOU'LL WARN ME BEFORE HE FIRES!

uh...I'LL TRY!

:WHEW: I AM SOOO OUT OF SHAPE!

I'M REALLY STRAINING TO PREVENT A SINGED BUTT, BUT SPIDEY LOOKS LIKE MR. CASUAL!

I...I DON'T BELIEVE IT!

I MUST BE SEEING DOUBLE! I KNOW OF ONLY ONE MAN WHO CAN RICOCHET FROM FLOOR TO CEILING LIKE THAT--

--AND I'M FINALLY GOING TO GET MY REVENGE ON HIM!

WUNK

AFRAID NOT!

MAYBE NEXT TIME!

NICE SHOT...

BUT A LITTLE ON THE VICIOUS SIDE!

WILD WHIP IS A SPECIAL CASE! HE'S PURE PSYCHOPATH!

THAT LOSER--?!

AW, HE'S ONLY A RANK AMATEUR--

--COMPARED TO CARNAGE!

I HOPE YOU *WEREN'T* EXPECTING ANYONE ELSE! THE OTHER GUESTS IN THIS ESTABLISHMENT HAD A SLIGHT *ACCIDENT!*

THEY RAN INTO *ME!*

WE ARE READY TO *DEPART*, TRAVELLER!

NOT QUITE YET, CHAKRA. THE EXPERIMENT HAS REACHED A CRITICAL JUNCTURE!

THE *TRUE* SPIDER-MAN STANDS ON THE PRECIPICE!

WILL HE FLEE INTO THE *ABYSS*--

"--OR RISE TO THE CHALLENGE?"

MUST BE MY LUCKY DAY! *TWO* WEBHEADS FOR THE PRICE OF ONE!

EENIE, MEENIE, MINEY, *MOE!* WHO SHALL BE THE FIRST TO GO?

NOT THAT IT MATTERS! YOU'LL *BOTH* BE SPLATTERS!

--IT IS THE *MAN* BESIDE HIM WHO *INITIATES* THE ATTACK!

WE CAN'T LET HIM REACH THE BASEMENT!

THE BASE-MENT?

THE MEN DOWN THERE MAY HAVE TRIED TO KILL US--

--BUT THEY'RE STILL *MEN!*

YIKES!

INWARDLY, IN THE DARKEST RECESSES OF HIS SOUL, THE SPIDER REJOICES.

AT LAST! A FOE HE CAN BATTLE WITHOUT RESTRAINT, WITHOUT MERCY!

BUT, EVEN AS HE TENSES FOR ACTION--

SOMETHING IN HIS DOUBLE'S DESPERATE TONE RIPS THROUGH THE SPIDER LIKE A MOLTEN SHIV--

--PIERCING TO THE VERY HEART OF THE MAN HE ONCE WAS--

THE MAN BENEATH THE MASK!

YOU... YOU'RE RIGHT!

NO NEED TO BE BASHFUL, PAL! YOU CAN JOIN THE PARTY WHENEVER YOU--=*URKK*=

EXCUSSSSE ME! I KNOW IT'S RUDE TO INTERRUPT, BUT I REALLY HATE TO BE IGNORED!

TALK ABOUT CARELESS! I SENSED HIS ATTACK, BUT MY REFLEXES HAVE LOST THEIR EDGE OVER THE YEARS!

I'VE GOT TO CONCENTRATE! GOT TO REACT FASTER! THE NEXT MISTAKE COULD BE MY LAST!

SWAK

VERY SLICK! YOU'VE OBVIOUSLY DONE THIS BEFORE!

YEAH...

...BUT IT SEEMS LIKE A LIFETIME AGO!

LET'S BAG THIS BOZO!

NOBODY CAN BEAT THE TWO OF US WORKING TOGETHER! NOBODY!

SILENTLY, THE SPIDER AGREES...

WHAT FOLLOWS OVER THE NEXT FEW MINUTES SEEMS MORE LIKE A CAREFULLY ORCHESTRATED BALLET THAN A BLOODY BATTLE--

--AS TWO AGILE FIGURES MOVE IN PERFECT HARMONY--

--STRIKING, DARTING, DODGING, RICOCHETING--

--DELIVERING BLOW AFTER PUNISHING BLOW!

AND, THOUGH IT SEEMS TO GO ON FOR HOURS, IT ENDS AS IT EVENTUALLY MUST...

...WITH CARNAGE COLLAPSED IN AN UNCONSCIOUS HEAP!

AND, NO SOONER IS CLETUS KASADY RETURNED TO HIS SPECIAL CELL, THAN--

AS FAR AS PARTNERS GO, I'VE HAD *WORSE!*

FLATTERER! YOU'RE JUST SAYING THAT BECAUSE I'M A LOT BETTER LOOKING THAN THE *HUMAN TORCH*, AND--*HEY!*

LOOK!

TRAVELLER AND HIS *HOST* ARE BEATING FEET!

THEY'VE DONE SOMETHING TO THE *CROWD* THAT WAS SURROUNDING THE INSTITUTE!

EVERYBODY IS EITHER *DEAD* OR *UNCONSCIOUS!*

WE CAN'T LET THEM *ESCAPE!*

NOT AFTER ALL THE *SUFFERING* THEY'VE CAUSED!

LEAD ON, MY MAN! I WON'T LET YOU DOWN!

IF IT'S ALL RIGHT WITH YOU, I'LL CONCENTRATE ON *TRAVELLER*! YOU TAKE THE OTHERS!

SOUNDS LIKE A *PLAN* TO ME!

BESIDES, I OWE A LITTLE SOMETHING SPECIAL TO THE ONES CALLED *BOONE* AND *MEDEA!*

EXECUTING AN INCREDIBLE TWENTY FOOT SOMERSAULT, THE MAN KNOWN AS BEN REILLY PROPELS HIMSELF INTO THE AWAITING LIMOUSINE MERE SECONDS BEHIND HIS TARGETS...

BUT THEN, TO HIS ASTONISHMENT...

WHAT HAPPENED? WHERE'D EVERYBODY GO--?!

OH...

...NO!

KA-BWOOM

THE LIMO--!

MY CLONE... HE...HE NEVER HAD A CHANCE!

I HATED THE THOUGHT OF HAVING ONE MORE *DOPPEL-GANGER* AROUND TO PLAGUE ME, TO COMPLICATE MY LIFE...

BUT EVEN *HE* DESERVED BETTER!

TRAVELLER IS UP AHEAD! HE'S DUCKING INTO DOCTOR KAFKA'S OFFICE!

AT LAST! I'VE GOT YOU CORNERED!

DO YOU?

YOU HAVE PROVEN TO BE A MOST INTERESTING *STUDY.*

I HAVE GAINED A MUCH GREATER *IN-SIGHT* AS TO WHY SO MANY CRIMINAL MINDS ARE OBSESSED WITH YOU.

AND YET, THERE IS SO MUCH *MORE* TO BE LEARNED...

IT IS A PITY THAT I CAN NO LONGER CONTINUE THIS PARTICULAR EXPERIMENT.

FAREWELL, MY FRIEND.

WE SHALL MEET...

...AGAIN!

A FIERCE AND CHILLING GLOW FILLS THE EYES OF THE TRAVELLER...

FIGHTING THE SWIRLING ROOM, THE SPIDER STUMBLES FORWARD...

...AND EVEN AS CONSCIOUSNESS BEGINS TO FADE, HE LEAPS--

--DIRECTLY INTO THE MAW OF SWEET OBLIVION.

SOMETIME (IS IT MINUTES OR HOURS ?!) LATER...

THE FIGURES SPRAWLED OUTSIDE **RAVENCROFT** SLOWLY BEGIN TO STIR.

NOTING THAT THE **ENERGY BARRIER** WHICH ONCE ENGULFED THE MAIN BUILDING HAS **VANISHED,** THE LOCAL AUTHORITIES ARE SOON SHOUTING **ORDERS--**

--AND **SECURING** THE GROUNDS.

THOUGH WARNED TO STAY OUTSIDE, **DOCTOR KAFKA** EMPLOYS A PERSUASIVE AND FIERY TONGUE, AND THEN...

BE **CAREFUL,** DOCTOR! IT MAY NOT BE **SAFE** TO ENTER THE BUILDING!

MY PATIENTS-- I MUST CHECK ON MY PATIENTS!

STAY WITH HER, WHELAN!

I'LL LEAD A TEAM TO CHECK ON THE STATUS OF THE **MAX-IMUM SECURITY** WING!

AND, AN INSTANT LATER...

LOOK-- IN YOUR OFFICE!

MY GOD!

WHERE'S... TRAVELLER?!

HE'S IN A BAD WAY, BUT AT LEAST HE'S ALIVE!

I WAS HOPING YOU COULD TELL US!

DOCTOR KAFKA! WE JUST RAN A QUICK CELL BY CELL CHECK!

ALL OF OUR INMATES-- INCLUDING **CARNAGE--** SEEM TO BE ACCOUNT-ED FOR!

SOME OF THEM LOOK LIKE THEY'VE SUSTAINED A FEW **CUTS** AND **BRUISES,** BUT THE MAJORITY DON'T APPEAR TO HAVE BEEN MISTREATED!

THEY'RE **ALIVE--?!**

CARNAGE MUST HAVE **LIED** WHEN HE SAID HE KILLED THEM... BUT **WHY?!**

I'M ALSO PUZZLED ABOUT THE WAY MY CLONE AND I **DEFEATED** HIM SO EASILY... AND **WHO** RETURNED THE INMATES TO THEIR CELLS?!

DOCTOR KAFKA! I THINK YOU SHOULD SEE THIS--!

IT'S FROM *DOCTOR TRAVELLER*...

...POSTMARKED A *WEEK* AGO!

HE... HE SENT HIS *REGRETS!*

A PRIOR COMMITMENT *PREVENTED* HIM FROM ACCEPTING MY INVITATION!

THE MAN WHO WAS HERE MUST HAVE BEEN AN *IMPOSTOR!*

IF THAT'S TRUE...

"WHO WAS HE?!"

YOUR NOTES ARE *SUPERB*, MR. NACHT...

...AS USUAL!

THE TRUE *SPIDER-MAN* APPEARS TO BE A DECENT AND NOBLE INDIVIDUAL, POSSESSING AN ABOVE-AVERAGE -- BORDERING ON THE OBSESSIVE -- SENSE OF RESPONSIBILITY.

HIS GENETIC DUPLICATE IS ALSO QUITE *INTRIGUING.*

THEY ARE BOTH CERTAINLY *WORTHY* OF FUTURE STUDY!

MEANWHILE...

MY LAB BOYS ARE GOING *NUTS*, DOC. THE NEWS MEDIA NEVER GOT A *CLEAR* PICTURE OF ANY OF THE TERRORISTS, AND OUR PRELIMINARY SEARCH HAS TURNED UP *ZILCH!*

IT DOESN'T LOOK LIKE THEY LEFT *ANY* PHYSICAL EVIDENCE BEHIND! NO FINGERPRINTS OR TRACE ELEMENTS! *NOTHING* EXCEPT THAT BURNT-OUT WRECK!

WASN'T THERE A *BODY* INSIDE?

NOT AS FAR AS WE CAN DETERMINE!

I... I DON'T KNOW *WHAT* TO BELIEVE ANYMORE!

DID MY CLONE *ESCAPE* THE BLAST... OR WAS HE JUST ANOTHER ONE OF TRAVELLER'S *MIND GAMES*?!

ARE YOU ALL RIGHT, SPIDER-MAN? I KNOW THIS WAS ALL VERY DISTURBING TO YOU.

WOULD YOU LIKE TO TALK ABOUT IT?

THE *MAN* WISHES HE COULD SHARE HIS TROUBLES WITH THE GOOD DOCTOR.

PERHAPS, SHE COULD HELP *HEAL* HIS SHATTERED LIFE...

BUT THE *SPIDER* IS NOT READY FOR SUCH MINISTRATIONS.

NOT YET.

PERHAPS... NOT *EVER!*

MAYBE SOME OTHER TIME, DOC!

SOME DISTANCE AWAY...

A LONE FIGURE PAUSES AT A CROSSROADS.

SHOULD HE HEAD *NORTH*, CONTINUING A NOMADIC JOURNEY BEGUN SO LONG AGO?

OR, SHOULD HE FOLLOW AN INNER VOICE WHICH DIRECTS HIM *SOUTH*, TOWARDS THE SPIRES OF MANHATTAN?

IN THE END, THE REFLEXES OF THE MAN WHO CALLS HIMSELF BEN REILLY PROVED EQUAL TO THE TRAVELLER'S CHALLENGE--

--PROPELLING HIM TO SAFETY MERE INSTANTS BEFORE THE EXPLOSION!

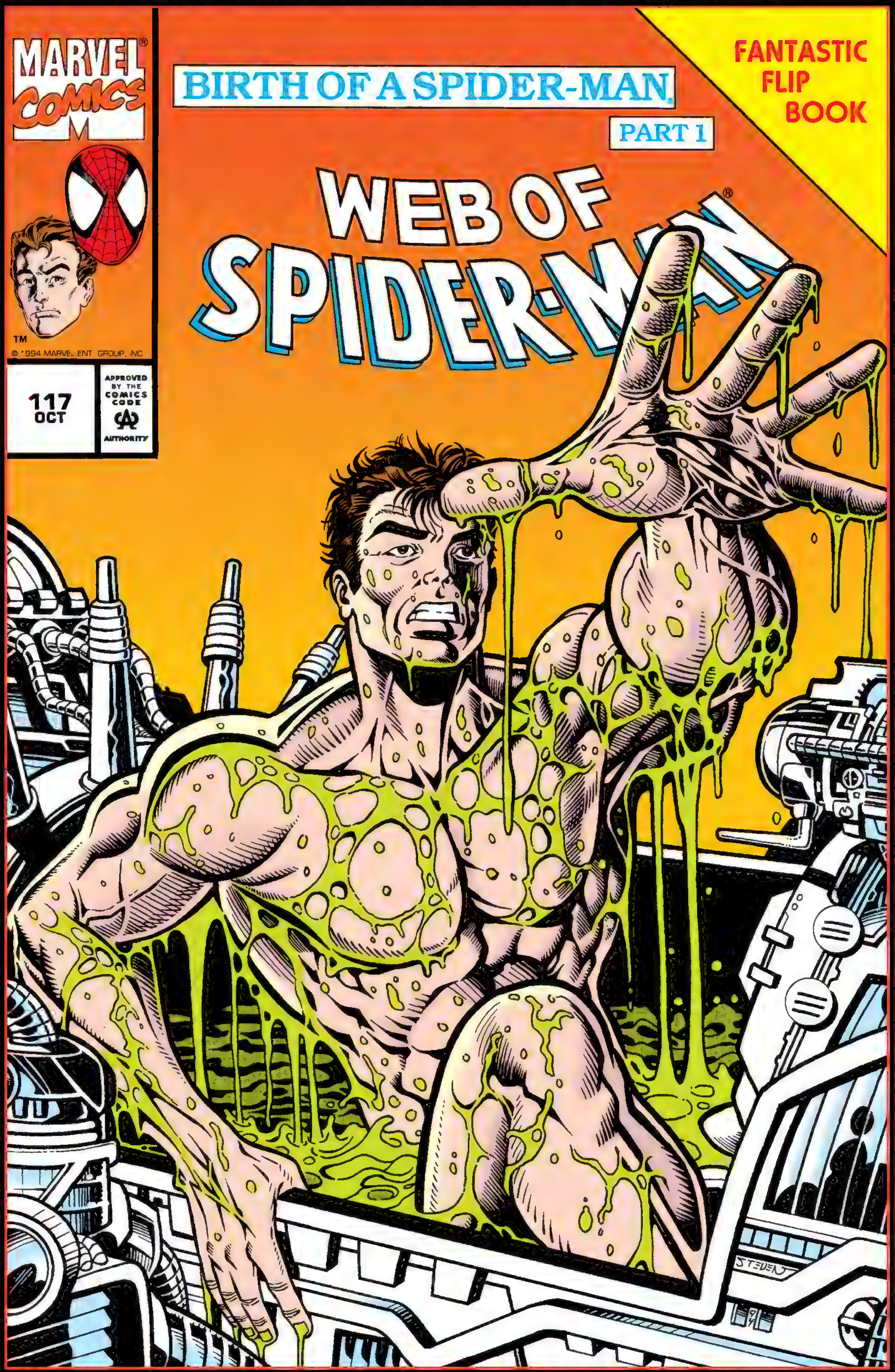
AT LAST, AFTER TOO MANY YEARS, THIS MAN HAS FINALLY RETURNED *HOME*.

WILL HE NOW STAY...

...OR RETURN TO EXILE?

THE END... FOR NOW!

MARVEL PUBLISHED TWO VERSIONS OF EACH "POWER AND RESPONSIBILITY" ISSUE:
A STANDARD EDITION AND A FOIL-COVER DELUXE EDITION THAT CONTAINED EXCLUSIVE EXTRA MATERIAL —
INCLUDING THIS FOUR-PART FLIPBOOK BACKUP STORY DETAILING THE CLONE'S ORIGINS.



DARKNESS. LIGHT.

OBLIVION.

LIFE.

CELLS SPIN LIKE UNIVERSES. EXPLODE LIKE SUNS. CHAOS BECOMES ORDER. FORMLESSNESS...

...BECOMES FORM.

THE URGE TO KNOW RISES FROM SILENCE, BECOMES A SHOUT OF BEING THAT ECHOES INTO CONSCIOUSNESS.

THERE ARE NO WORDS, THERE IS NO LANGUAGE; BUT IF THIS EVOLVING CREATURE COULD SPEAK, IT WOULD ASK ONE SIMPLE QUESTION:

"WHO AM I?"

ITS ANSWER LIES IN DREAMS.

DREAMS OF A LIFE STILL TO UNFOLD; AND YET-- PARADOXICALLY--A LIFE ALREADY LIVED.

FACES. PLACES. EMOTIONS. EVENTS. A COLLAGE OF SOUNDS AND IMAGES, DRIFTING EVERYWHERE.

IF IT COULD ONLY REACH OUT THAT TINY HAND, IT COULD HOLD THEM, ABSORB THEM, UNDERSTAND THEM.

BUT EACH TIME THE WAVE OF UNDERSTANDING RECEDES INTO DARKNESS. EACH TIME... HE IS ALONE AGAIN.

HE?

YES.

A SENSE OF MALENESS, OF SEXUAL IDENTITY, FORMS--AND, WITH IT, A SURGE OF POWER THAT ELATES HIM.

HOW FAST HE GROWS-- WEAVING THE WEB OF SELF!

THERE IS NO TIME HERE IN THIS DARK WORLD HE INHABITS, YET HE SEEMS SOMEHOW TO BE MOVING FORWARD WITH UNBELIEVABLE SPEED...

...AS IF RUSHING, HEADLONG, TOWARD AN EXTRAORDINARY DESTINY.

TOWARD AN ANSWER TO THE FIRST QUESTION.

THE ONLY QUESTION:

the double • part one :
BORN AGAIN!

"WHO AM I?"

THE LIGHT, HOWEVER DIM, PAINS HIS EYES. THE AIR, HOWEVER WELCOME, BURNS HIS LUNGS.

HE STANDS ON UNSTEADY LEGS, TRIES TO FOCUS UNSTEADY THOUGHTS, AND FINDS HIMSELF NEARLY TOPPLING BACK INTO THE CHEMICAL-TANK.

EASY DOES IT, MY NEW-BORN FRIEND. DON'T RUSH. TAKE YOUR TIME.

YOU'VE GOT YOUR WHOLE LIFE AHEAD OF YOU.

J.M. DEMATTEIS WRITER * LIAM SHARP PENCILER * ROBIN RIGGS INKER * BILL OAKLEY LETTERER * JOHN KALISZ COLORIST * DANNY FINGEROTH EDITOR * TOM DEFALCO CHIEF

THE FACE AND FORM BELONG TO PETER PARKER. BUT THE CLONE'S CONSCIOUSNESS, THOUGH COMPLETE...

COME TO ME, MY FRIEND-- DON'T BE AFRAID. I WON'T HURT YOU.

HERE-- I'VE BROUGHT YOU SOMETHING TO WEAR--

...IS IN AN UNFOCUSED, CHAOTIC STATE.

HIS MEMORIES ARE DORMANT... ROCKETING THROUGH HIS MIND IN VAGUE, DISTURBING BURSTS.

PETER-- WHAT IS IT? WHAT'S WRONG?

HE KNOWS THE SOUNDS THIS MAN UTTERS SHOULD MAKE SENSE TO HIM... BUT THEY DON'T. THEY JUST CONFUSE HIM.

AS DOES THIS HORRIBLE SENSATION -- THIS ELECTRICAL BUZZING THAT TEARS THROUGH HIS ENTIRE BEING.

PETER-- COME HERE! NOW!

I CREATED YOU--

--AND YOU WILL DO AS I SAY!

THE CLONE MOVES WITHOUT THINKING...

...ALL IMPULSE AND INSTINCT...

ARRR--

...GRABBING PROFESSOR MILES WARREN'S WRIST WITH ASTONISHING SWIFTNESS...

...NEARLY CRUSHING IT IN HIS IRON GRIP.

LET GO OF ME, CURSE YOU!

LET GO!!

HE LOOKS DOWN AT HIS HANDS -- AMAZED... ASHAMED... THAT HE COULD BRING SUCH AGONY TO ANOTHER BEING.

AND AGAIN THE WORDS RING OUT ACROSS THE SURREAL WASTELAND OF HIS MIND:

"WHO AM I?"

YOU INSUFFERABLE ANIMAL!

AS ARROGANT --AS BLIND TO THE VALUE OF HUMAN LIFE--

HMMMMM

--AS THE WRETCH I CLONED YOU FROM!

WAVES OF SOUND RIP THROUGH HIM, FRAGMENTING A MIND ALREADY IN FRAGMENTS.

HHMMMMMMMMM

...HE REACHES OUT..

...EMBRACES IT...

AND WHEN THE DARKNESS HEAVES UP, SWALLOWS HIM...

...WANTING NOTHING MORE THAN TO RETURN TO THE BLACK OBLIVION THAT SPAWNED HIM.

I HATE YOU, PARKER!

KRAK

FOR WHAT YOU DID TO HER... TO ME--

--I HATE YOU!

BLOW AFTER BLOW RAINS DOWN ON HIM ...AND, TRY THOUGH HE DOES TO UNDERSTAND...

...THE "WHY" OF THIS PAIN ELUDES HIM AS MUCH...

...AS THE "WHY" OF HIS OWN EXISTENCE.

SO HE LETS THE PAIN CONTINUE, AS HE SINKS INTO HIMSELF.

COCOONING HIMSELF IN IMAGES OF PLACES, FACES, THAT-- DESPITE THEIR UTTER STRANGENESS AND UNFAMILIARITY...

...FEED HIM PEACE AND COMFORT...

...AND LOVE.

TIME HAS AS LITTLE MEANING HERE AS IT DID IN THE TANK.

HE COULDN'T SAY HOW LONG HE'S BEEN LOCKED UP IN THIS CRAMPED ROOM...

...WITH NO FOOD, NO SLEEP; LOST IN A WHIRLPOOL OF DISJOINTED THOUGHT AND FEELING.

HIS EXISTENCE IS DREAMLIKE, MARKED NOT BY MINUTES AND HOURS, BUT BY A SENSE OF INCOMPLETENESS.

A YEARNING, IN THE DEPTHS OF HIS SOUL...

...TO FIND THE MISSING PART OF HIMSELF (HE COULDN'T SAY WHAT) THAT WILL GIVE HIS LIFE WEIGHT, REALITY, MEANING.

IF HE COULD MEASURE TIME, THE CLONE WOULD KNOW THAT IT'S BEEN WEEKS SINCE HIS "BIRTH".

SOON, MY FRIEND, MY JOB WILL BE DONE.

WEEKS DURING WHICH PROFESSOR WARREN HAS WORKED INTENSIVELY... USING A COMBINATION OF MIND-CONTROLLING DRUGS AND HYPNO-THERAPY...

...TO SLOWLY REVIVE, REBUILD AND ORDER THE CHAOS THAT IS "PETER PARKER'S" CONSCIOUSNESS.

SOON, I WILL SEND YOU OUT INTO THE WORLD--AS SPIDER-MAN--

--AND YOU WILL BE SO FIRMLY ESTABLISHED IN THAT IDENTITY--

--THAT YOU WILL NEVER EVEN RECALL THAT ANY OF THIS EVER HAPPENED.

THE WORDS STILL MEAN LITTLE TO HIM.

BUT THE HARSHNESS OF THE TONE, THE BILE IN EACH SYLLABLE...

...IS ALMOST AS PAINFUL TO HIM AS THE CHEMICALS THAT BOIL IN HIS VEINS.

WHY, HE WONDERS, DOES THIS MAN HATE HIM SO?

WHY MUST EVERY VISIT END IN AN ORGY OF PHYSICAL ABUSE? BEATINGS SO SEVERE...

...THAT HE LAYS, WHIMPERING, FOR HOURS AFTERWARDS?

HE UNDERSTANDS THAT A PART OF HIM IS STRONG ENOUGH TO RESIST THE BEATINGS, TO FIGHT OFF THE CHEMICALS...

...TO SNAP THE CHAINS OF CONTROL...

RRRAK!

...BUT HE'S BEEN TOO AFRAID--TERRIFIED--TO ACCESS THAT PART...

...TILL NOW!

HE DIDN'T WANT TO DO IT; TO LASH OUT THAT WAY.

AFTER ALL, IT MUST BE HIS FAULT...

...HE MUST HAVE DONE SOMETHING TERRIBLE TO DESERVE SUCH CRUEL TREATMENT.

BUT NO MATTER WHAT HE'S DONE, HE THINKS, WHAT GUILT HE CARRIES--HE'S HUMAN, TOO!

I'M

HU-MAN!

DOOM BDOO

I'M

HU-MAN!!

BDOOM

AND NO MAN DESERVES TO BE TREATED LIKE THIS!

WU NG HINCT

NO--

--COME BACK--!

COME BACK!!

"HUMAN."

THE WORD RESONATES INSIDE HIM AS HE RUNS THROUGH THE NIGHT.

"HUMAN."

THOUGH THE VERY SOUND OF IT GIVES HIM COMFORT, HE DOESN'T FULLY UNDERSTAND IT.

AND HE INTUITIVELY KNOWS THAT HE WON'T UNDERSTAND IT...

...TILL HE FINDS THE MISSING PART... THE PIECE OF HIMSELF THAT WILL SHED LIGHT ON HIS SHADOWED SOUL.

THAT WILL FINALLY ANSWER THE INSISTENT, PAINFUL QUESTION:

"WHO AM I?"

"the double" CONTINUES--
IN
AMAZING SPIDER-MAN
 # 394 ! (ON SALE IN
ONE WEEK!)

MARVEL® COMICS

394
OCT

APPROVED BY THE COMICS CODE AUTHORITY

BIRTH OF A SPIDER-MAN®

PART 2

the AMAZING SPIDER-MAN®

FANTASTIC FLIP BOOK

CONTINUING THE ALL-NEW ORIGIN OF THE SPIDER-MAN® CLONE--

BAGS & MAHLSTEDT

--AS THE JACKAL™'S SCHEME KICKS INTO HIGH GEAR!

THE DOUBLE PART TWO

NO ESCAPE

CONTINUING THE UNTOLD ORIGIN OF SPIDER-MAN'S CLONE!

THE BUZZING!

LIKE TEN THOUSAND BEES--SWARMING THROUGH HIS MIND.

IT'S AS IF EVERY PART OF HIS BEING IS SCREAMING A WARNING. BUT WHAT IS IT WARNING HIM ABOUT? AND WHY WON'T IT STOP?

HE'S BEEN WANDERING THE CITY FOR HOURS--THOUGHTS, FEELINGS, IMAGES EXPLODING THROUGH HIS CONSCIOUSNESS.

IF THERE WAS ONLY SOME WAY HE COULD CONNECT THEM ALL... SORT THROUGH THEM... REARRANGE THEM... INTO A SANE, COHERENT ORDER.

Stan Lee presents

J.M. DeMATTEIS
WRITER

LIAM SHARP
PENCILER

ROBIN RIGGS
INKER

STEVE DUTRO
LETTERER

JOHN KALISZ
COLORIST

DANNY FINGEROTH
EDITOR

TOM DeFALCO
CHIEF

SO HE KEEPS RUNNING.

LEAPING FRANTICALLY FROM BUILDING TO BUILDING... SAILING HIGH ABOVE THE NEW YORK STREETS.

HOLDING TIGHT TO EVEN THE SLICKEST SURFACES WITH A GENTLE TOUCH.

HOW IS THIS POSSIBLE, HE WONDERS. HOW CAN HE DO THIS?

NO MAN CAN DO THIS!

AND WITH THAT THOUGHT HE PANICS--BLIND AND COLD--MISSING THE WALL...

...AND FALLING...

...DOWN...

...DOWN...

...DOWN!

AS HE TUMBLES TOWARD THE NOISE AND LIGHTS BELOW, A PART OF HIM IS RELIEVED.

I SHOULD DIE, HE THINKS. I'M NOT HUMAN. I'M SOME KIND OF MONSTER.

IF I WASN'T, WOULD THAT MAN... THE PROFESSOR... HAVE TREATED ME SO BADLY? BEATEN ME LIKE SOME MAD DOG? LOCKED ME AWAY LIKE SOME DISEASED LAB ANIMAL?

YET THE BUZZING IN HIS HEAD SEEMS TO MOVE, LIKE AN ELECTRIC CURRENT, THROUGH HIS ENTIRE BODY... ALMOST FORCING HIS ARM TO REACH OUT...

...TO HOLD ON!

NO, A VOICE INSIDE HIM SHOUTS; YOU'RE NOT A MONSTER... YOU'RE A MAN!

YOU'RE HUMAN...

...AND YOU DESERVE LIFE AS MUCH AS ANY OF THEM DOWN THERE!

DOWN THERE?

THE CROWD, GATHERING AND GROWING. SWARMING... LIKE THE INSECTS IN HIS HEAD.

HE SENSES THAT THOSE PEOPLE ARE AS MUCH OF A DANGER TO HIM AS THE MADMAN HE ESCAPED FROM.

THEY CAN'T SEE HIM HERE! CAN'T FIND HIM AND TAKE HIM AWAY!

SO HE TURNS AND SKITTERS ACROSS THE BUILDING...WITH AN EASE AND POWER THAT DELIGHTS HIM, EVEN THROUGH HIS FEAR.

WHATEVER I AM, HE THINKS, WITH A SURGE OF JOY...

...I AM!

SOMEWHERE OUT THERE, HE'LL FIND HIS ANSWERS... THE MISSING PIECE OF HIMSELF THAT WILL GIVE HIS LIFE FORM AND MEANING.

POOR PETER-- YOU MUST BE *SO TIRED* OF RUNNING.

HE LOOKS UP--IN THE DIRECTION OF THAT CHILLING VOICE...

...AND ALMOST SCREAMS.

NOT FROM THE SIGHT OF THE BIZARRE FIGURE, HOVERING THERE AGAINST THE NIGHT SKY... BUT FROM THE PAIN OF THE BUZZING-- THAT INFERNAL BUZZING-- WHICH RIPS THROUGH HIM.

DON'T BE AFRAID, PETER. THE MASK MAY BE A TRIFLE... STRANGE--

--BUT IT'S JUST ME. YOUR DEAR FRIEND, PROFESSOR WARREN.

YOU'VE HAD ME VERY WORRIED, YOUNG MAN. I'VE SCOURED THE ENTIRE CITY LOOKING FOR YOU. BUT EVERYTHING'S FINE NOW, PETER--

--BECAUSE I'VE COME--TO TAKE YOU HOME.

NO, HE THINKS (AND HE DOESN'T KNOW WHERE THE THOUGHT COMES FROM); NOT WARREN. HE KNOWS THAT FACE. KNOWS THE NAME!

JACKAL!

JACKAL!

JACKAL!

IT WASN'T THE PROFESSOR WHO HURT HIM. IT COULDN'T HAVE BEEN. THE PROFESSOR IS A DECENT MAN. HE SUDDENLY KNOWS THAT, BELIEVES IT, TO THE BOTTOM OF HIS SOUL.

ALL ALONG IT WAS THIS MONSTER... THE REAL MONSTER.

JACKAL!

THE CLAWS, HE REALIZES (AND AGAIN THE KNOWLEDGE SEEMS TO ERUPT, FULLY FORMED, FROM SOME UNCONSCIOUS POCKET). AVOID THE CLAWS.

THEY'RE DRUGGED. HE'LL USE THEM TO STOP YOU... TAKE YOU BACK TO THE LABORATORY AND HIT YOU, HURT YOU, ALL OVER AGAIN.

FREE AT LAST TO FIGHT BACK, TO HAVE A FOCUS FOR HIS ANGUISH, PETER PARKER'S CLONE LASHES OUT...

...OBTAIN THAT HE CAN DESTROY THIS ENEMY.

I'M NOT THE AVERAGE MAN, HE REALIZES. NOT A MONSTER, EITHER.

I'M SOMETHING ELSE. SOMETHING MORE.

ANOTHER IMAGE FLASHES, UNBIDDEN, ACROSS HIS MIND: A SPIDER, CRAWLING ALONG HIS ARM; BITING INTO HIS FLESH.

HE FEELS THE SURGE OF ENERGY COURSING THROUGH HIS BLOOD. EXPERIENCES THE DIZZINESS, THE NAUSEA, AS IF THIS WASN'T MEMORY-- BUT REALITY.

AGAIN, HE PANICS...

...AND IT'S A PANIC THE JACKAL TAKES ADVANTAGE OF!

YOU SHOULDN'T TRY TO FIGHT ME, PETER.

YOU HAVE TO TRUST ME.

I'M THE ONLY ONE WHO CAN GUIDE YOU TO TRUTH.' WHO KNOWS WHO AND WHAT YOU TRULY ARE!

YOU!

DON'T

KNOW

ME!

HE'S OUT OF CONTROL NOW.

A LIFETIME OF RAGE AND PAIN GEYSERS UP FROM THE DEEPEST, DARKEST CORNERS OF HIS PSYCHE. PAIN HE CAN'T CLEARLY REMEMBER... BUT FEELS NONETHELESS.

HE KNOWS THE WORLD HAS TREATED HIM WITH HARSHNESS; HOUNDED AND HUNTED HIM. HE KNOWS HE'S TRIED HIS BEST TO BE A GOOD MAN... A HERO...

...BUT IT HASN'T HELPED.

TIME AFTER TIME, THE PEOPLE DOWN THERE HAVE TORN THE HEART OUT OF HIS CHEST, THE LOVE OUT OF HIS LIFE.

SO HE BATTERS THE HELPLESS JACKAL--AS IF, BY PHYSICALLY RELEASING HIS PAIN, HE'LL BE FREE OF IT, ONCE AND FOR ALL.

NAMES ECHO THROUGH HIS CONSCIOUSNESS: RICHARD, MARY, BEN, GWEN. HE CAN'T SAY WHO THEY ARE; JUST THAT HE LOVED THEM, LOST THEM.

THE VERY THOUGHT OF THEM MAKES HIM ASHAMED OF WHAT HE'S DOING. OF THIS VIOLENCE THAT HE KNOWS WOULD APPALL THEM.

HE WANTS TO STOP... WANTS TO PLEASE THEM, MAKE THEM PROUD... BUT HE CAN'T. NOT AFTER ALL THAT'S HAPPENED. IF ONLY THEY-- WHOEVER THEY ARE--COULD BE HERE FOR HIM. COULD HELP HIM FIND HIS WAY BACK THROUGH THIS MADNESS AND SORROW.

MIGHT AS WELL ASK THE SUN TO COME OUT AT NIGHT, THE INNER VOICE WHISPERS. MIGHT AS WELL ASK THE DEAD...

NO.

...TO WALK.

I KNOW YOU'RE NOT A KILLER.

YOU'RE AS KIND A MAN AS EVER LIVED.

HIS EYES MEET HERS-- AND THE BUZZING RECEDES, THE ANGER FADES.

HIS HEART OPENS. A CALM CERTAINTY SETTLES OVER HIS SOUL.

IF ASKED, HE COULDN'T TELL YOU HER NAME--NOR COULD SHE TELL YOU HIS.

BUT EACH KNOWS THAT THEY **LOVE** THE OTHER, **CHERISH** THE OTHER...

...MORE THAN LIFE ITSELF.

GW--

GWEN?!

PETER...?!

OH... PETER--!

HOW SWEET! SO LOST IN LOVE--

--THAT YOU IGNORED YOUR DANGER-SENSE!

WHICH IS, OF COURSE, JUST HOW I PLANNED IT!

THANK YOU, GWENDOLYNE-- I KNEW THAT, IF I BROUGHT YOU ALONG, THE VERY SIGHT OF YOU WOULD STOP HIM COLD!

WHAT... WHAT HAVE YOU DONE TO HIM?

WHY DID YOU HURT HIM?

NOTHING TO CONCERN YOURSELF ABOUT, MY DEAR. I'LL TAKE GOOD CARE OF HIM... OF BOTH OF YOU. YOU ARE, AFTER ALL, MY CREATIONS.

YOU TRUST ME, DON'T YOU?

Y-YES. YES, I DO.

OF COURSE YOU DO.

BECAUSE YOU'RE AS FIRMLY UNDER THE JACKAL'S HYPNOTIC CONTROL--

--AS HE'LL SOON BE.

NOW LET ME GET THIS HARNESS IN PLACE, AND--

FREEZE!

IT AS A TRIFLE CHILLY OUT TONIGHT--

--BUT I DON'T THINK I'M IN ANY DANGER OF FREEZING!

I MEAN IT, JACKAL--ONE MOVE AND WE'LL--

YOU'LL WHAT?

JUMP OFF THE ROOF AND FLY AWAY *AFTER* ME?

I DON'T THINK SO.

AN EXCITING NIGHT, EH, MY DEAR?

BUT NOT *HALF* SO EXCITING AS THE NIGHTS TO COME!

SOON, MY WORK WILL BE DONE--

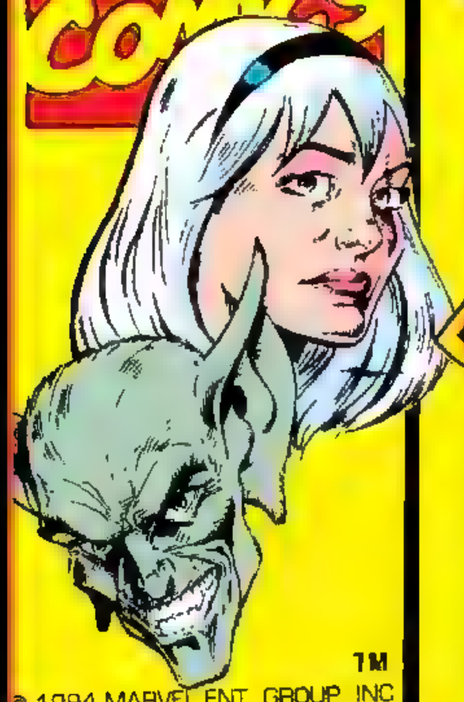
--MY PLAN WILL BE *HATCHED*--

--AND THE THREE OF US *TOGETHER*... WILL DESTROY THE *TRUE* PETER PARKER--

--ONCE AND FOR ALL!

TO BE CONTINUED--IN THE PAGES OF *SPIDER-MAN #51!*

MARVEL® Comics



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OCT

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BIRTH OF A SPIDER-MAN

PART 3

SPIDER-MAN®

FANTASTIC FLIP BOOK

CONFRONTATION!

PLUS: POWER AND RESPONSIBILITY PART 3

CONTINUING THE UNTOLD ORIGIN OF SPIDER-MAN'S CLONE!

THE DOUBLE PART 3:

WHO AM I?!

J.M. DeMATTEIS
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INKER
STEVE DUTRO
LETTERER
JOHN KALISZ
COLORIST
DANNY FINGEROTH
EDITOR
TOM DEFALCO
EDITOR IN CHIEF

PLEASE, PROFESSOR WARREN-- YOU PROMISED THAT YOU'D HELP ME TO REMEMBER... TO KNOW MYSELF.

AND THAT'S EXACTLY WHAT I'VE BEEN DOING. FOR WEEKS NOW I'VE WORKED--SLOWLY AND STEADILY-- USING DRUGS AND HYPNOSIS TO CONDITION YOUR CONFUSED MIND--

--TO RAISE YOU UP FROM A STATE OF ANIMAL INSTINCT --AND MAKE YOU A MAN.

BUT I DON'T KNOW WHO I AM!

OF COURSE YOU DO.

IT'S JUST THAT YOUR MIND HAS BEEN SO UNBALANCED... YOUR SENSE OF SELF SO UNFOCUSED... THAT YOU COULDN'T GRASP THE TRUTH--

--TILL NOW.

LISTEN TO ME... PETER. LET MY VOICE GUIDE YOU.

LET YOUR BODY GO LIMP AND LOOSE. LET YOUR MIND--

--OPEN WIDE.

LAYER UPON LAYER OF THOUGHT AND MEMORY, FEELING AND INSTINCT, PEELING BACK.

NO! IT'S-- IT'S TOO OVER-WHELMING!

MAKE IT STOP! PLEASE--

MAKE IT STOP.

NOW ISN'T THE TIME TO CLOSE YOUR EYES. NOW IS THE TIME TO OPEN THEM WIDE. I'VE DRAGGED YOU, KICKING AND SCREAMING, TO THE BRINK OF SELF-KNOWLEDGE--

--BUT WE MUST MAKE THE FINAL LEAP-- TOGETHER.

I'M SO SORRY, PETER. I WISH THERE WAS SOME WAY I COULD WAVE A MAGIC WAND AND MAKE IT ALL BETTER--

--BUT I CAN'T.

SO LOOK, PETER. LISTEN. FEEL. AND KNOW.

THE PLANE... THE PLANE CRASHED. THEY'RE GONE, PETER. YOUR MOTHER AND FATHER ARE GONE--

--AND, HEAVEN HELP US ALL--

--THEY'RE NEVER COMING BACK.

I WON'T LOOK! I WON'T LISTEN! I WON'T!

YOU HAVE TO LOOK! IF YOU WANT TO KNOW YOURSELF--

--YOU HAVE TO LOOK!

FOR IT'S IN THIS MOMENT OF PAIN--

--THAT YOU WERE TRULY BORN.

OH GOD OHGODIF THEY'RENOT COMING BACK ITMUSTBEMY FAULTTHEY DON'TLOVEME ANDIT'SMY FAULT!

THEY'RE DEAD--

AND IT'S MY FAULT!

STOP WHINING, YOU LITTLE BRAT-- AND ACCEPT IT--

--REMEMBER IT--

--EVERY AWFUL DETAIL!

THIS IS WHAT MADE YOU WHO YOU ARE! THIS IS WHAT DEFINED YOUR CHARACTER!

THE ONLY WAY YOUR TENDER PSYCHE COULD SURVIVE THE TRAUMA OF YOUR PARENTS' DEATHS--

--THE ONLY WAY YOU COULD FEEL SOME SENSE OF CONTROL IN SUCH A TOTALLY UNCONTROLLABLE SITUATION--

--WAS TO TAKE ON THE RESPONSIBILITY YOURSELF! CONVINCE YOURSELF THAT YOU WERE SOMEHOW TO BLAME!

SO IMAGINE THE SHEER HORROR WHEN--

--SOME YEARS LATER--

--YOU DISCOVERED THAT YOU TRULY WERE!

H-HE'S DEAD, PETER.

YOUR UNCLE BEN IS DEAD.

YOU...YOU HAD THE POWER TO SAVE HIM... AND YOU DIDN'T.

WHY, PETER? HE LOVED YOU SO MUCH!

WHY DID YOU LET HIM DIE?

ANSWER THE QUESTION, PETER!

I DIDN'T KNOW... HOW COULD I HAVE *POSSIBLY* KNOWN THAT THE MAN I LET GO... WOULD BREAK INTO OUR HOUSE... KILL MY UNCLE--

HOW COULD I HAVE KNOWN?!

I TOLD YOU TO STOP WHINING--AND *ACCEPT!* *REMEMBER!*

YOU'RE RESPONSIBLE FOR YOUR UNCLE'S DEATH--AS SURELY AS YOU'RE RESPONSIBLE FOR--

--HERS!

GWEN! OH GOD, GWEN-- I'M SORRY... I DID EVERYTHING I *COULD* TO SAVE YOU! I--

YOU DON'T HAVE TO EXPLAIN YOURSELF TO *ME*, PETER. I KNOW.

YOU TRIED. WITH ALL YOUR HEART AND SOUL.

THAT'S WHAT YOU *ALWAYS* DO.

YOU MAY MAKE MISTAKES... YOU'RE *HUMAN*, AFTER ALL... BUT YOU NEVER STOP STRIVING TO DO WHAT'S DECENT--

--WHAT'S *RIGHT*.

WE ALL KNOW THAT, PETER.

AND WE DON'T BLAME YOU. WE COULD *NEVER* BLAME YOU.

WE *LOVE* YOU.

NO, UNCLE BEN! *NO*--I'M NOT WORTHY OF YOUR LOVE!

NO MATTER HOW HARD I STRUGGLE... THINGS GO WRONG! PEOPLE GET HURT... PEOPLE *DIE*!

IT'S NOT HOW MANY TIMES YOU'VE *FAILED* THAT MATTERS, PETER. IT'S HOW MANY TIMES YOU'VE *TRIED*.

YOU'VE DONE AS MUCH AS ANY PERSON CAN DO.

AND FAR MORE THAN MOST WOULD EVER DARE.

YOU'RE A GOOD MAN, PETER PARKER.

AND YOU'VE MADE ME VERY PROUD.

YOU CAN'T POSSIBLY BELIEVE THAT TRIPE, CAN YOU?

YOU'RE NO NOBLE SAVIOR-- YOU'RE MURDERING SCUM!

AS VILE... AS WORTHLESS... A WRETCH AS EVER LIVED!

I'M NOT EVIL... NOT WORTHLESS--

--AND THE TRUTH OF THE MATTER IS-- I'M NO PERFECT, ROCK-JAWED HERO, EITHER!

NO MORE, JACKAL!

I WON'T LET YOU! YOU CAN'T CONFUSE ME WITH YOUR LIES!

I'M JUST AN IMPERFECT MAN WHO TRIES HIS BEST... WHO DOES WHAT HE CAN... TO MAKE A DIFFERENCE IN THIS WORLD!

I'M PETER PARKER--

--AND I HAVE HAD ENOUGH OF YOU!

EXCELLENT.

MY JOURNEY THROUGH HIS MIND BROUGHT FORTH THE DESIRED RESULTS.

BY PUSHING HIM... ANTAGONIZING HIM... I FORCED THE CLONE TO FIGHT BACK-- EMBRACE AND INTEGRATE HIS FEELINGS AND MEMORIES.

HIS SENSE OF IDENTITY IS FULLY FORMED. FROM THIS MOMENT FORTH --HE TRULY IS PETER PARKER.

BUT OF COURSE, THIS PARKER BELONGS TO ME.

HOW MANY TICKING TIME BOMBS HAVE I IMPLANTED IN YOUR CONSCIOUSNESS, MY UNSUSPECTING FRIEND?

YOU'LL KNOW... YOU'LL BOTH KNOW... EVENTUALLY. BUT, FOR NOW, IT IS TIME TO A--

--WAKE!

WHO ARE YOU?

WHAT AM I DOING HERE?

P-PLEASE DON'T HURT ME, SPIDER-MAN.

I'M MILES WARREN--A PROFESSOR AT EMPIRE STATE UNIVERSITY!

PROFESSOR WARREN--?!

PROFESSOR...I'M SORRY! WHEN I CAME TO--I WAS SO DISORIENTED THAT--

NO HARM DONE, SON. NO HARM AT ALL.

BUT--WHAT'S GOING ON, PROFESSOR--WHERE ARE WE?

NO NEED TO WORRY YOURSELF IN A SHORT WHILE, YOU WON'T EVEN RECALL THAT THIS ENCOUNTER EVER HAPPENED--

WHAT DO YOU--?

YOU'RE VERY TIRED, AREN'T YOU, SPIDER-MAN?

TIRED? YES--I CAN HARDLY STAND--

THEN FALL.

SLEEP.

AND WHILE YOU DO--THERE ARE A FEW FINISHING TOUCHES I NEED TO TAKE CARE OF.

DETAILS OF RECENT EVENTS TO BE FILLED IN...SOME FINAL REFINEMENTS OF YOUR--

--PROGRAMMING...

WOW.

WOW.

I FEEL LIKE I'VE BEEN STUNG BY A HORNET.

I FEEL LIKE I'VE BEEN STUNG BY A HORNET.

HUH?

HUH?

WHO THE HECK ARE YOU?

THE DOUBLE

CONCLUDES IN THE PAGES OF SPECTACULAR SPIDER-MAN #217!!

MARVEL® Comics

BIRTH OF A SPIDER-MAN®

FINALE

FANTASTIC FLIP BOOK

the SPECTACULAR SPIDER-MAN™

DEATH OF A HERO...?

PLUS: POWER & RESPONSIBILITY: THE CONCLUSION!

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217 OCT

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STAN LEE PRESENTS

THE DOUBLE, *Part Four*

THE BURIAL

CONCLUDING THE UNTOLD ORIGIN OF SPIDER-MAN'S CLONE!

I'd arrived at Shea Stadium at midnight, looking for a little tin god named Miles Warren--*The Jackal*--but what I found...

...was *myself!*

I DON'T KNOW WHAT THE *GAG* IS--BUT I'M NOT *LAUGHING!*

NEITHER AM *I*, HANDSOME.

EITHER YOU TELL ME WHERE THE JACKAL IS HIDING AND WHAT HE'S DONE WITH GWEN AND NED LEEDS, OR I'LL--

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WITH GRATEFUL ACKNOWLEDGEMENT OF GERRY CONWAY & ROSS ANDRU'S WORK IN AMAZING SPIDER-MAN #149.

YOU'LL DO *NOTHING*, MY WEB-SPINNING FRIEND! IN CASE YOU HADN'T GUESSED, SPIDER-MAN--GWEN WASN'T THE *ONLY* CLONE I MADE! I ALSO MADE A CLONE--

--OF *PETER PARKER!*

There he was! In the stands right above me...!

Gwen was *up* there with him. *No*--a genetic *replica* of Gwen. And if what the Jackal was saying was true...he'd somehow done the same to *me*.

Another Peter Parker? Another man with my thoughts, my feelings, my *memories?*

I'd spent years struggling to know myself. To find the balance between Peter and Spider-Man. To create a life, define an *identity*. And, more often than not, I'd *botched* it.

Now Professor Warren was telling me he'd stamped out a *duplicate* of me? A living, breathing mirror image?

BOTH YOU AND YOUR CLONE BELIEVE YOURSELVES TO BE--*REAL*. BUT ONLY ONE OF YOU *IS*--

--AND ONLY *HE* WILL BE ABLE TO FREE *NED LEEDS* BEFORE MR. LEEDS-- EXPLODES!

I don't know what was more horrifying: the thought that there was a *double* of me walking around...

...or the possibility that he could do a better job of *being* me than *I* had!

Maybe that's why we started that ridiculous fight...arguing over which one of us was going to rescue Ned...

...wasting precious time while that *bomb* ticked off the final seconds of my friend's life.

TIK

We were *both* scared out of our wits...

...both *angry* at having our most precious possession--our *selves*--robbed from us. And so we lashed out like children.

But, thank God, we didn't lash out very long.

TIK

"We've got to *stop* this! What we're doing is *absurd!*

One of us--and the joke of it is I don't remember which one--said something that made a lot of sense:

"I've been *fighting myself* ever since the day I first *became* Spider-Man--

"--and I realize now that if I don't declare *peace*--

TIK

"--this self-war will never *end!*"

And while we're pounding some *sense* into ourselves...

...Gwen Stacy's clone was doing the same to Miles Warren!

In his way, he was torn more in half than I was:

divided between the kindly college Professor and the murderous Jackal. Neither personality fully acknowledging the other.

TIK

When Gwen--when the creature that *believed* itself to be Gwen--tore away the mask...

...she forced Warren and the Jackal to stare into each other's eyes.

The result should have been an even deeper madness; but instead...

TIK

...a brief-- brilliant-- *sanity* prevailed.

TIK

What happened next said as much about *humanity* as it did about *Miles Warren:*

He rose above his pain... took the risk, made the leap...

...and *saved* Ned Leeds' life...

...at the cost...

HEY! THE JACKAL RELEASED *NED!*

NO--NOT THE JACKAL! *PROFESSOR WARREN!*

BUT-- THE *BOMB!* IT'S STILL SET TO--

--OF his *own!*

WHROOM!

And mine?

I remember the explosion... wreckage flying everywhere...and then I blacked out.

When I came to, I was in *Brooklyn* of all places. Lying in the rain just outside an *incinerating plant*--without a clue to what day it was or how long I'd been unconscious...

...let alone how I *got* there.

I looked up at that tower as it belched black smoke into a night that seemed too cold and too dark...

...and it *chilled* me. Again, I couldn't say why...

...I just knew I had to get *out* of there.

Yet, as I webbed away, I still couldn't shake that chill. And a deep feeling that something was ***wrong.***

A *fundamental* wrongness --as if someone had taken the spine of my soul and *twisted* it, as if the universe itself was somehow out of sync.

It's embarrassing to admit, but I was as scared as I'd ever been in my life.

My first instinct was to head for *Aunt May's* ...beg her to hold me in her arms the way she did when I was little.

Tell me she loved me. That everything was going to be all right.

But I wasn't a little boy, I was a *man.* And not just *any* man: *Spider-Man.*

I'd learned years before that with great power must come great responsibility...and my *greatest* responsibility at that moment was finding the Jackal.

(It wasn't until later--when I read the newspaper accounts --that I learned that Warren had died.)

My main concern then was that he'd somehow crawled away from that explosion (Heaven knows I'd seen it happen *before*) ...that his insanity had reasserted itself.

Until I found him...until I made sure Ned was safe and that Gwen's clone was free of the Jackal's influence...

...I couldn't concern myself with anything else.

I decided to stop at my apartment...take a quick shower, grab a bite ...and then start the search.

But my search *ended...*

...right then and there.

At first I thought that, in the time I'd been unconscious, the clone had slipped into my shoes, taken over my life.

Maybe this, I wondered, was the Jackal's plan *all along.*

Looking in at Mary Jane's face--seeing the *love*, the passion reflected there--I wanted to scream: "No, Mary Jane! Get away from him! He's a Fraud! He's a *lie!*"

I was ready to smash the window in... risk exposing my double identity... to keep that monster away from her--from everyone I hold dear.

But then...

...a *depth-charge*...

...went off...

...inside my *mind!*

A psychic explosion that started at the roots of my being...

...and radiated up and out, ripping through every cell in my body!

It's no wonder I lost my grip and fell from the side of the building. It was only reflex that spared me from a panicked fall that might have killed me.

Maybe I would have been better off if it had.

Because that "explosion" opened up a door in my mind--and I knew... with all my heart and soul, I knew!... that everything I believed about myself...

...was a lie.

I wanted to deny it, repress it... dig a grave ten miles deep and bury it down there.

But I couldn't. All I could do was scream the truth into the heart of the storm:

I'M THE CLONE!!

KRA-KOOOM

I threw a tantrum.

I kicked. I screamed. I wept. I howled.

I *prayed.*

An un-man...haunted by recollections of an un-*life*...I prayed there in the rain: For help. For even a shred of hope.

Because I knew what I had to do: Collect my memories, pack my bag of programmed lies...

...and *leave.*

Leave Aunt May and Mary Jane. The Bugle and ESU. My friends. My enemies.

My *self.*

Peter Parker was alive--but *I* was dead and buried. And somehow, in the long years of wandering ahead, I was going to have to *resurrect* myself.

But first--I needed time to grieve.

And *mourn.*

The End

MARVEL COMICS

WEB OF SPIDER-MAN

118
NOV

APPROVED BY THE COMICS CODE AUTHORITY

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IN A DYNAMIC NEW COSTUME--

THE CLONE IN HIS FIRST SOLO ADVENTURE!

THE EXILE RETURNS PART 1 OF 4

HIS FIRST ADVERSARY--

VENOM!

STEVEN 94

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

THE MUSEUM OF NATURAL HISTORY.

HE GOES BY THE NAME OF BEN REILLY, IN HONOR OF LOST FAMILY...

...BUT NOT HIS FAMILY.

NOT HIS WORLD, NOT HIS MEMORIES. NOT HIS LIFE.

ALL OF IT RIGHTFULLY BELONGS TO THE OTHER ONE -- THE REAL PETER PARKER. THE ORIGINAL SPIDER-MAN.

NO MATTER HOW FAR AND FAST HE RAN, HE ALWAYS THOUGHT OF NEW YORK AS HOME...

...BUT NOT HIS HOME.

EST. 1887

BEN REILLY CALLS HIMSELF A MAN...

...BUT, DEEP IN HIS HEART AND MIND, HE BELIEVES IT'S A LIE.

NO PLACE TO HIDE FROM THE TRUTH IN THIS TOWN.

I'M NOTHING MORE THAN A **CLONE** -- A FREAK GENETIC COUNTERFEIT OF THE GENUINE ARTICLE --

-- WHO HAS MORE IN COMMON WITH THESE ***SOULLESS BUGS*** THAN MY FELLOW HUMANITY.

CLOSING TIME, SON...

... DOORS OPEN AGAIN AT NINE IN THE MORNING.

I'LL BE LONG GONE BY THEN, FRIEND.

ONLY STOPPED AT THE MUSEUM ON AN IMPULSE...

... BECAUSE THIS IS WHAT NEW YORK IS ALL ABOUT FOR ME -- THE NEVER-ENDING PLACES TO LEARN AND EXPLORE, THE RANGE OF PEOPLE TO SHARE IT WITH.

NOW IT'S JUST ANOTHER PAINFUL REMINDER OF A LIFE I NEVER HAD.

HAD TO COME SEE MAY AS SOON AS I HEARD ABOUT HER CONDITION, BUT THIS IS EXACTLY WHAT I WAS AFRAID OF --

-- I MISS EVERYTHING ABOUT THIS CITY.

YET I'LL HAVE TO GO INTO ACTION EVENTUALLY IF I STICK AROUND TOO LONG...

... AND I VOWED I'D NEVER DO THAT. THAT'S PETER'S LIFE -- NOT MINE.

I CAN'T BELIEVE IT...

SPIDER WORLD

EVERYWHERE I TURN, THERE'S SOME KIND OF SIGN OR--

HANG ON...

LADIES

-- THOSE TWO GOONS TRIGGERED MY SPIDER-SENSE!

BUT I REALLY CAN'T AFFORD TO GET INVOLVED...

"...UNLESS I ABSOLUTELY HAVE TO."

WE WON'T ASK TWICE, JOEY.

NEITHER WILL WE, SUCKER...

...DROP THE HARDWARE NOW!

YOU NEVER COULD RESIST AN EASY MARK, MALLOY...

...AND WE'VE BEEN STAKIN' OUT YOUR LITTLE PROTECTION RACKET FOR THE LAST WEEK.

NO ONE WAS INJURED THIS TIME...

...BUT WHAT WOULD I HAVE DONE IF SOMEONE HAD BEEN HURT OR KILLED?

CAN I AVOID MY FATE FOREVER?

CAN I REALLY DENY THE TRUTH THAT DEFINES ME-- THAT SHAPED ME INTO THE MAN I AM TODAY--

ARACH

SPIDER WORLD

--WITH GREAT POWER MUST COME GREAT RESPONSIBILITY...

THE EXILE RETURNS

PART ONE OF FOUR

MEMORIES

TERRY KAVANAGH
Writer
STEVEN BUTLER
Penciler
RANDY EMBERLIN
inker
STEVE DUTRO
letterer
KEVIN TINSLEY
colorist
ERIC FEIN
editor
DANNY FINGEROTH
Group editor
TOM DEFALCO
editor in chief

THE UPPER EAST SIDE.

VENOM IS BACK.

IN THE LONG MONTHS SINCE LEAVING NEW YORK, BOTH EDDIE BROCK AND HIS ALIEN SYMBIOTE HAVE GROWN TO HATE THIS CITY...

...ABANDONED IN AN ATTEMPT TO PUT THEIR PAST -- AND THE CURSED SPIDER -- BEHIND THEM.

NOW, IN RESPONSE TO THE RECENT SIEGE ON RAVENCROFT INSTITUTE FOR THE CRIMINALLY INSANE* VENOM IS BACK...

...WITH A VENGEANCE.

*DURING POWER AND RESPONSIBILITY IN ALL THE SPIDEY BOOKS LAST MONTH. --ERIC

THE BLOODTHIRSTY CARNAGE IS OUR PERSONAL OBLIGATION-- OUR OWN SPAWN-- AND WE COULDN'T RISK A RELEASE FROM THE ASYLUM.

BUT THAT DANGER CAME AND WENT WITHOUT US...

ARGHARGH!

...SO WE'LL TAKE WHAT WE CAN GET!

BUDDA BUDDA

BANK MANAGER MUST'VE TIPPED THE COPS ALREADY!

THEY'RE MOVIN' IN--

"--FOR THE KILL!"

BUDDA

COP-1

NOBODY DIES...

...UNLESS WE SAY SO!

THNK

WHAT THE @#&$ WAS THAT?

CHECK OUT THE ROOF BEFORE--

SKRASH

EYES FRONT, BOYS...

...OR YOU'LL MISS YOUR EXIT!

A HIGH-SPEED CHASE ON THE F.D.R. DRIVE DURING RUSH HOUR...

...IS JUST AN ACCIDENT WAITING TO HAPPEN!

RWOOSH

SO THIS IS WHERE WE GET OFF!

VENOM'S ESCAPING!

WE CAN'T STOP HIM--

KPOW

KPOW

"--HIS COSTUME'S ABSORBING OUR BULLETS!"

SPLK SPLK

THERE'S ALWAYS SOME KIND OF *TROUBLE* GOING DOWN IN THIS TOWN...

...BUT IF SPIDER-MAN WERE LIVING UP TO HIS --

NO...

...NOT HERE.

THIS IS THE VERY BUILDING WHERE POLICE CAPTAIN JEAN DEWOLFF WAS MURDERED...

...WHICH SET INTO *MOTION* THE EVENTS THAT... CHANGED EDDIE BROCK FOREVER...

SO MANY MEMORIES-- *FEELINGS*--

--CARNAGE-- SHRIEK--

--ASSAULTING US FROM ALL SIDES AT ONCE SINCE RETURNING TO NEW YORK.

AROOAROOO

54

MAYBE IT'S FINALLY TIME TO PUT THE GHOSTS TO REST...

FOREST HILLS HOSPITAL.

I'VE TOLD YOU HOW MUCH WE ALL MISS YOU--NEED YOU--

--I'VE VOICED MY FEARS ABOUT PETER AND MARY JANE...

...THERE'S JUST NOTHING LEFT TO SAY ANYMORE, MAY.

MS. WATSON...?

I DON'T KNOW IF YOU RECOGNIZE ME, BUT--

KNOCK KNOCK

BETTY BRANT!

IT'S BEEN SO LONG, DEAR, BUT YOU REALLY MUST CALL ME "ANNA"...

...MAY ALWAYS SPOKE SO HIGHLY OF YOU.

YEARS AGO, I THINK SHE SECRETLY HOPED THAT YOU AND PETER--

"THIS IS MUCH TOUGHER THAN I EXPECTED...

SHE'S LUCKY TO HAVE SUCH A GOOD FRIEND, ANNA...

...SOMEONE TO SHARE HER DREAMS WITH.

I SHOULD BE *OUT* OF THE CITY BY NOW.

BUT I CAN'T BRING MYSELF TO LEAVE MAY BEHIND JUST YET...

...AND EVERY HOUR I SPEND IN NEW YORK--

WAIT A MINUTE...

...IS THAT *BETTY BRANT*?!

DOESN'T LOOK ANYTHING LIKE THE *WIDE-EYED INNOCENT* I LIKE TO REMEMBER...

"...SO MUCH HAS CHANGED."

WISH I'D SPENT MORE *TIME* WITH THE PARKERS IN THE LAST FEW MONTHS...

...BUT IT TOOK NICK KATZENBERG'S SUDDEN DEATH AND LANCE BANNON'S SENSELESS MURDER TO MAKE ME *REALIZE* HOW FRAGILE LIFE CAN BE--

"AS LONG AS I STAY...

--FROM THE *EMPTY* WINDOW?!

...SHADOWS JUST *SHIFTED* ACROSS THAT WALL--

HANG ON...

...I CAN'T HELP THINKING ABOUT WHAT *MIGHT* HAVE BEEN.

BUT I *WON'T* DISHONOR EVERYTHING UNCLE BEN TAUGHT ME ABOUT DUTY AND OBLIGATION...

...BY DESERTING THE LOVING WOMAN WHO SACRIFICED ALL TO RAISE ME--

RAISE *HIM*. TAUGHT *HIM*.

GOT *USED* TO INDULGING THESE MEMORIES AS IF THEY WERE MY OWN...

...AS LONG AS I'VE BEEN *AWAY* FROM NEW YORK--AND THE *TRUE* PETER PARKER--WHERE NO ONE ELSE WAS THREATENED BY THEM.

STARTING HERE AT THE OLD WAREHOUSE...

...WHERE SPIDER-MAN WAS TRULY BORN.

...UNTIL I CONFRONT THEM HEAD-ON.

--EVEN IF THE EMOTIONS THEY EVOKE ARE FAR TOO REAL.

AND THESE PHANTOM MEMORIES WILL ALWAYS HAUNT ME HERE...

BUT THEY AREN'T MINE-- JUST STORIES AND IMPLANTS PROGRAMMED BY PROFESSOR WARREN FOR HIS OWN TWISTED GAME--

PLACE IS SMALLER THAN I PICTURED IT AFTER ALL THESE YEARS...

...BUT EVERYTHING ABOUT THAT DARK NIGHT HAS GROWN SO MUCH LARGER THAN LIFE.

THE NIGHT SPIDER-MAN TRAPPED BEN PARKER'S KILLER...

SURPRISED TO SEE ME?

NOT HALF SO SURPRISED AS YOU'RE GOING TO BE!

GOTTA GET AWAY! GOTTA HIDE! I MUST BE SEEIN' THINGS!

THERE'S NO PLACE ON EARTH WHERE YOU CAN HIDE FROM ME!

FIRST, MY WEB WILL RELIEVE YOU OF YOUR GUN!

AND THEN MY FISTS WILL DO THE REST!

THAT--THAT FACE! IT'S--OH, NO--IT CAN'T BE!

IT'S THE FUGITIVE WHO RAN PAST ME! THE ONE I DIDN'T STOP WHEN I HAD THE CHANCE!

UNCLE BEN GAVE HIS LIFE TO TEACH SPIDER-MAN THAT LESSON...

"... ABOUT POWER AND RESPONSIBILITY."

THIS BURG'S NOT AS BIG AS IT PRETENDS TO BE.

ALL THE OLD FAMILIAR SIGHTS AND SOUNDS--SCENES OF OUR SUCCESSES AND FAILURES--

--ARE FORCING US TO FACE SOME HARD TRUTHS.

FIRST AND FOREMOST, THE TAINTED OFFSPRING THAT BROUGHT US HOME.

A MANIAC LIKE CLETUS KASADY IS TOO DANGEROUS TO LET LIVE...

...BUT HIS SYMBIOTE WAS BORN OF MINE.

DESTROYING CARNAGE WILL BE LIKE DESTROYING A PIECE OF OURSELVES.

CAN WE DO IT?

CAME HERE AS EDDIE BROCK ONCE TO MAKE A *SIMILAR* DECISION-- ABOUT TAKING MY OWN LIFE--

--THE NIGHT MY *OTHER* FOUND ME.

THE LIVING COSTUME WAS *FLEEING* FROM SPIDER-MAN'S *REJECTION*...

... UNTIL WE *SHARED* OUR PAIN--

--AND FOUND *TRUE* SYMBIOSIS.

THE CHURCH IS *BIGGER* THAN I REMEMBERED...

"...OR WE'RE NOT *HALF* THE MAN WE USED TO BE."

WAY TOO *CLOSE* FOR COMFORT.

HOPING TO PICK UP SOME KIND OF *LEAD* ON VENOM BY CHECKING OUT BROCK'S OLD HAUNTS...

"...BUT THIS STORY HAS *JUST BEGUN.*"

THE WHOLE CITY AT MY FEET AGAIN, AND I END UP *HERE* AT THE *BROOKLYN BRIDGE*...

...WHERE *LOVE* DIED FOR PETER PARKER.

SO GROGGY WITH A COLD THAT NIGHT, AND THE GREEN GOBLIN-- MY BEST FRIEND'S FATHER--

--WAS TAKING *FULL ADVANTAGE* OF THAT...

BRASH FOOL!

YOUR END IS *NEAR*--

-- WHY BE SO BLIND AS NOT TO SEE IT?

I'VE GOT TO PUT *EVERYTHING* INTO THIS ONE PUNCH--

EVERYTHING I HAVE!

YOU'LL NEVER TAKE THAT GIRL *ANYWHERE*!

SHE'S *DOOMED*, DO YOU HEAR ME?

DOOMED--AND SO ARE YOU!

GWEN!

NO!

I'VE GOT TO CATCH HER--

DID IT!

"TOO LITTLE...

"...TOO LATE."

YOU KILLED THE WOMAN I LOVE--

THE MOST PAINFUL MEMORIES HIT SO HARD SOMETIMES...

...I'M ALMOST GLAD THEY'RE NOT MINE.

YET GWEN STACY'S DEATH ACTUALLY PLANTED THE SEEDS OF WARREN'S WARPED HATRED--

WAIT!

ON THE FAR PARAPET... IS THAT--

A WOMAN ON THE EDGE, LITERALLY. SHE'S GOING TO JUMP.

NO.

SNK

"BUT SHE LOOKS SO SCARED-- SO UNCERTAIN--

"--AND I CAN'T TELL IF SHE'S MORE AFRAID OF LIFE...

"...OR DEATH.

AIEEE!

"NOT AGAIN!"

NEVER AGAIN!

SPIDER-MAN OR NOT...

...NO ONE DIES WHILE I'M AROUND.

THWIP

THWIP

HAVE TO TIME MY ARC--

EEEE

--PERFECTLY...

...SO I CAN REDIRECT HER MOMENTUM--

UHNN...

--WITHOUT THE SHOCK OF A SUDDEN STOP.

THIS WOMAN'S STILL ALIVE...

"...BUT I'VE GOT TO GET HER TO A *HOSPITAL*."

I NEED A *STRETCHER* OVER HERE *FAST*, FOLKS--

--AND A STETHOSCOPE WITH A SYMPATHETIC EAR.

THINK SHE JUST *FAINTED*, DOC...

...WHEN SHE TOOK A *TUMBLE* FROM THE TOP OF THE BRIDGE.

SPIDER-MAN CAUGHT HER, BUT I--

MUST HAVE BEEN IN THE *RIGHT* PLACE AT THE RIGHT *TIME*, YOUNG MAN, AND THE *POLICE* WILL WANT A--

--STATEMENT?

WHY WOULD HE VANISH LIKE THAT...?

"...HE'S A HERO!"

ALL MY WORST FEARS ARE COMING TRUE...

...THIS CITY'S A TRAP.

THERE'S ALWAYS SOMETHING LEFT UNDONE--OR SOMEONE WHO NEEDS HELP--

LATEST UPDATE FROM OUR VENOMWATCH '94 SPOTTERS PUTS THE VICIOUS VIGILANTE SOMEWHERE ON THE UPPER EAST SIDE...

HEARD SO MANY NASTY STORIES ABOUT THAT PSYCHO--

--IT'S HARD TO BELIEVE SPIDEY NEVER DEALT WITH HIM...

QUICK STOP AT THE MUSEUM FIRST...

"...THEN IT'S HOME SWEET HOME."

CAN'T EXPECT STATE-OF-THE-ART SECURITY IN THE *FLEABAGS* I FREQUENT--

--LEARNED THAT THE HARD WAY.--

--BUT AT LEAST THEY KEEP THE *QUESTIONS* TO A MINIMUM.

WEB-SHOOTERS GO WHERE I GO SINCE THEN--ALWAYS.

NOW I *ALSO* NEED TO PROTECT PETER'S SECRET IDENTITY...

SNK

RRP

...BUT I GUESS I JUST CAN'T KEEP AWAY FROM CERTAIN MOTIFS...

IT'S IN MY BLOOD...

OKAY, VENOM-- HERE'S *ONE* SPIDER-MAN WHO'S NOT GONNA LET YOU RUN WILD!

THWIP

NEXT:

THE NEW SPIDER IN TOWN VERSUS VENOM! "THE EXILE RETURNS" CONTINUES IN ***SPIDER-MAN #52***

MARVEL COMICS

SPIDER-MAN

52
NOV

APPROVED BY THE COMICS CODE AUTHORITY

THE CLONE AGAINST SPIDER-MAN'S MOST LETHAL FOE!

PART 2 OF 4

THE EXILE RETURNS

VENOM IS BACK--AND HE SURE AIN'T A GOOD GUY!

DAILY BUGLE
NEW YORK'S FINEST DAILY NEWSPAPER
VENOM
RRORIZING THE
TS OF NEW YORK
USIVE BY KEN ELLIS
NICE.
AND YOU, MISTER BROCK, ARE GOING TO KEEP ME THERE.
JAMESON GAVE ME THE FRONT PAGE.
ONE EXCLUSIVE INTERVIEW IS ALL IT'LL TAKE. THEN I'LL BURY URICH... JAMESON CAN PUT HIM OUT TO PASTURE.
BUGLE. ELLIS HERE.
TOMMY. WHAT DO YOU HAVE FOR ME?
UH-HUH... UH-HUH...
YOU'RE SURE IT'S HIM?
DON'T BE SENDING ME OUT IN THE RAIN FOR NOTHING, TOMMY BOY.
YEAH, IF THE TIP PANS OUT, YOU'LL GET YOUR USUAL FEE.
IF IT PANS OUT.

TONIGHT I GET MY INTERVIEW.

TOMORROW I BURY URICH.

MAYBE THE DAY AFTER, I'LL SHOOT FOR A *PULITZER!*

THAT IS, IF I CAN GRAB A CAB IN THIS RAIN!

GOING TO HAVE TO TRY AROUND THE CORNER. MAYBE I CAN SNAG ONE ON THEIR BREAK.

I HATE THIS CITY.

THAT'S TOO BAD, MISTER ELLIS.

WHO ARE YOU SUPPOSED TO BE?

NOBODY.

NOBODY IMPORTANT AT ALL.

STAN LEE PRESENTS ~~SPIDER-MAN~~ BEN REILLY IN

D.E.A.D.L.I.N.E

MACKIE·LYLE·HANNA·COMICRAFT·TINSLEY·FINGEROTH·DEFALCO

GOT NO TIME FOR THIS RIGHT NOW.

CALL ME. WE CAN TALK LATER.

THWIP

I'D APPRECIATE IT IF YOU WOULD *MAKE* TIME, MISTER ELLIS.

THE NAME'S *KEN*, AND...

...WHO DO YOU THINK *YOU* ARE? *SPIDER-MAN?*

NO... I'D NEVER THINK *THAT!*

BUT I DO NEED YOUR HELP! I NEED TO FIND VENOM... TO STOP HIM...I'VE BEEN AWAY FROM THE CITY FOR TOO LONG ...I CAN'T GET A BEAD ON HIM.

THEN I READ YOUR ARTICLE. YOU SEEM TO HAVE THE INSIDE TRACK ON VENOM. YOU CLAIM TO HAVE SEEN HIM LAST NIGHT... AT THE CHURCH... I NEED YOUR HELP FINDING HIM.

WHAT'S IN IT FOR ME, HERO?

I'M NO HERO. THIS IS JUST SOMETHING I HAVE TO DO.

AND I WANT AN INTERVIEW WITH VENOM... AND NOW... MAYBE... WITH *YOU!*

I HAVE NOTHING INTERESTING TO SAY!

YOU NEVER KNOW. I'VE GOT A LEAD ON WHERE VENOM IS RIGHT NOW. I GIVE IT TO YOU AND YOU CATCH HIM... I WANT AN *EXCLUSIVE* FROM BOTH OF YOU.

I DON'T KNOW...

GOOD ENOUGH FOR ME. YOU SEEM LIKE A MAN OF YOUR WORD.

HE'S BEEN SPOTTED OVER AT THE *ROOSEVELT ISLAND TRAM TERMINAL*. I'M HEADING OVER THERE MYSELF.

WANT TO SPLIT A CAB?

SEE YOU THERE... *HERO!*

MEANWHILE, AT THE ROOSEVELT ISLAND TRAM TERMINAL...

COME ON IN, MISTER OPERATOR MAN.

DON'T BE AFRAID OF LITTLE OL' *US!*

WE DON'T BITE...

...MUCH!

Tsk! Tsk! Tsk! SUCH CHAOS IN THE STREETS BELOW.

ALL THIS FUSS OVER LITTLE OLD US?

HASN'T ANYONE HEARD WE'RE THE *GOOD GUYS* NOW?

WE PROTECT THE INNOCENT FROM THE LIKES OF... OF...OF...

...THOSE THAT ACT THE WAY WE *USED* TO!

RIGHT, BOYS?

EXCUSE THEM... THEY'RE NOT IN THE TALKING MOOD!

SWEPT THE STREETS AROUND HERE CLEAN OF MUGGERS, THIEVES AND KILLERS OF ALL TYPES.

I DON'T HEAR ANY "THANK YOU, MISTER VENOM!"

NO. INSTEAD, NEW YORK'S FINEST APPEAR ON THE SCENE TO TRY AND KILL *ME!*

WE'RE THE VILLAIN... RIGHT?

MAYBE WE ARE.

MAYBE WE DESERVE TO DIE... TO PAY FOR OUR SINS!

HOW MANY TIMES HAVE WE ENDANGERED INNOCENT LIVES?

IT WAS *US* WHO SPAWNED *CARNAGE!*

IT WAS THE CHANCE TO KILL HIM, ONCE AND FOR ALL, HIM THAT BROUGHT US BACK TO NEW YORK.

SHOULD WE BE LAYING AMONGST THE BODIES OF OUR *OWN* VICTIMS?

NAH!

MEANWHILE...

AN UNSEEN OBSERVER SITS ATOP A NEARBY SKYSCRAPER.

WATCHING.

WAITING.

NEARBY...

WHAT MAKES ME THINK I CAN TAKE ON *VENOM*?

EVEN THE *REAL* SPIDER-MAN HAS ONLY BEEN MILDLY SUCCESSFUL BATTLING HIM.

I HAVE MEMORIES OF PAST FIGHTS AGAINST FOES NOT *HALF* AS VICIOUS AS VENOM, BUT...

...THEY'RE ALL IMPLANTED... *FALSE*. I'M FALSE...A *FAKE*... A *CLONE*...A *NOBODY*!

HOLD UP, MEN! I THINK HELP MAY HAVE ARRIVED.

SPIDER-MAN?

LET'S LET THE TWO COSTUMES DUKE IT OUT.

WE CAN PICK UP THE PIECES.

WHAT IS *THIS*, SPIDEY-OLD-PAL, A *NEW* COSTUME?

WHAT AM I DOING HERE?

BAD MOVE!

HE'S GOT HOLD OF MY LEG --

-- WE'RE *BOTH* GOING DOWN!

THWIP

DID IT!

THANKS FOR BREAKING OUR FALL, PAL!

NOW WE HOPE YOU WON'T MIND IF WE RETURN THE FAVOR AND...

...BREAK YOUR SPINE!

HE'S FASTER THAN I THOUGHT! AND *TWICE* AS *INSANE!*

I SHOULD HAVE LEFT THIS TO SOMEONE WHO COULD HANDLE IT!

YOU MOVE LIKE HIM, BUT...

...YOU CAN'T BE THE REAL SPIDER-MAN!

HE HAS AN AGREEMENT WITH US!

HE WOULD LEAVE US ALONE, AND WE...

...WOULDN'T EAT HIS BRAINS!

BUT YOU'RE A FAKE!

WE DON'T LIKE FAKES!

SHRAK

WITH A SPEED THAT EQUALS REILLY'S OWN--VENOM STRIKES BACK!

THEN...

...TIME TO *DIE*, BLINKY!

YES...

...I AM... A FAKE.

YOU'VE GOT TO GET OUT OF HERE, VENOM! ***NOW!***

WHO ?

THE POLICE KNOW HOW TO DEFEAT YOU... *US*... THEY'LL HAVE *GUARDSMEN* HERE IN NO TIME!

COME, I'LL HELP YOU ESCAPE FROM HERE.

YOU'RE ONE OF THOSE *SYMBIOTIC SPAWN* OF MY *OTHER* -- CREATED BY THE *LIFE FOUNDATION* TO *KILL* ME!

WE THOUGHT YOU WERE *DEAD!**

WE NEED TO *TALK!*

*SEE VENOM:LETHAL PROTECTOR #5. --DANNY

NO! NO TALK!

ALL *SPAWN* MUST *DIE!*

LIKE *CARNAGE*, YOU ARE ALL *EVIL*... KILL INNOCENTS!

I MUST DESTROY YOU *ALL!*

THIS WOUND IS BAD... LOSING A LOT OF BLOOD.

AND NOW THERE ARE *TWO* OF THEM.

I'VE GOT TO GET OUT OF HERE.

MEANWHILE...

THIS IS IT.

ALL I'VE GOT TO DO IS GET CLOSE ENOUGH TO THE FIGHT.

NOT SO CLOSE THAT I GET MY HEAD RIPPED OFF, BUT JUST CLOSE ENOUGH TO BE THERE WHEN IT'S OVER.

POLICE

15

PD

ONE OF THEM HAS TO SURVIVE.

AND *THAT'S* THE ONE I WANT TO INTERVIEW.

MEANWHILE, I'VE GOT TO TAKE NOTES. FILE THE STORY. THIS IS A START.

GEEZ! CAN'T BELIEVE I DIDN'T BRING A CAMERA!

"The costumed criminal known as Venom appeared to have met his match in the female, who bore more than a passing resemblance to him.

"It was then that the super-powered battle began in earnest.

"Venom's rage soon increased exponentially.

"He displayed a total disregard for all innocent bystanders trapped within their cars.

"Quickly, the street was turned into a war zone.

"Cars torn to shreds.

"Occupants of others trapped...

"...helpless and exposed to the rage of the battle.

"How many would die before someone... anyone... came to their rescue -- ?"

"YECCH! WHAT IS THIS PROSE I'M WRITING? THE FACTS, ELLIS. JUST REPORT THE FACTS! WATCH AND WRITE!"

MEANWHILE...

WEBBING IS HOLDING THE WOUND FOR NOW, BUT THE PAIN...

GOT TO SLIP OUT OF HERE IN THE CONFUSION.

LET SOMEONE ELSE DEAL WITH THEM!

ANYONE ELSE.

I'M USELESS HERE.

THANK YOU.

CAN'T CUT IT.

THE MEMORIES I HAVE... *SPIDER-MAN'S* MEMORIES...

...JUST AREN'T ENOUGH TO TURN ME... AN *IMPOSTOR*... INTO SOMETHING I'M NOT...

...A *HERO!*

NO... NO... I'M FALL--

THWIP THWIP

THANK YOU.

LET THEM KILL EACH OTHER.

THIS GUT WOUND IS KILLING ME.

I JUST CAN'T DO *ANYTHING!*

I'M A *CLONE!*

THIS IS WHERE IT ENDS, LITTLE LADY.

I DIDN'T WANT THIS. JUST WANTED TO TALK.

TOO BAD. MAYBE WE'LL TALK AFTER YOU'RE *DEAD!*

REAL MISTAKE STAYING OUT HERE!

THEY'RE HEADING RIGHT FOR ME!

WE'RE THE SAME, MAN. YOU, ME, THE *OTHERS*... WE'RE ALL THE SAME.

WE JUST WANT TO TALK TO YOU. LEARN FROM YOU.

WE NEED YOUR HELP!

I'LL *HELP* YOU!

HELP YOU TO AN EARLY GRAVE!

THWIP

THEY'VE PLOWED INTO THE TRAM.

THE DRIVER IS IN DANGER.

GOT TO STOP FELLING SORRY FOR MYSELF... STOP STANDING AROUND DOING *NOTHING* BUT *BLEEDING* ON MY NEW COSTUME.

NOT THAT I HAVE ANY IDEA AS TO *HOW* I'M GOING TO STOP THEM!

LIKE IT MATTERS...

...I'LL PROBABLY BLEED TO DEATH BEFORE THINGS GET TOO HEATED!

OKAY, VENOM...

...THE PARTY'S OVER!

NO! DON'T DO THIS!

I NEED TO *TALK* TO HIM! LEARN HOW HE CONTROLS HIS *OTHER!*

TALK TO *HIM?* ABOUT *CONTROL?*

I DON'T *THINK* SO!

YOU'RE TALKING ABOUT A GUY WHO GIVES IN TO *EVERY* INNER VOICE.

JUST BECAUSE THEY TALK...

...DOESN'T MEAN YOU *BELIEVE* THEM!

TRUST ME...

...I'M AN EXPERT AT AVOIDING INNER VOICES.

SOMETIMES THEY'RE JUST NOT *REAL!*

IF WE GO--WE'RE TAKING YOU WITH US, LADY!

LOOKS LIKE WE GOT LUCKY...FOR NOW.

YOU OKAY?

YEAH... YEAH...I AM, BUT WE'VE GOT TO GET OUT OF HERE BEFORE THE CABLES...

NOT A PROBLEM!

AS LONG AS I DON'T PASS OUT FROM BLOOD LOSS.

"...SNAP!"

KTUNG

FROM WHAT I JUST EXPERIENCED, I CAN TELL A FALL INTO THE RIVER IS AT *MOST* GOING TO SLOW THEM DOWN.

HERO

BUT AFTER TONIGHT, IT'S SOMEONE ELSE'S PROBLEM.

AMAZING!

D'YOU *SEE* THAT?

I'M LEAVING.

TONIGHT.

HERO

HE *SAVED* THAT MAN!

HE SAVED US *ALL!*

HE'S A *HERO!*

HEY, *HERO!* HOW ABOUT THAT INTERVIEW?

I'M NO *HERO!*

I'M BARELY A *MAN!*

THESE PEOPLE SAY OTHERWISE, BUDDY!

AND IT'S MY RESPONSIBILITY TO WRITE UP THE STORY THAT TELLS THE WORLD ABOUT YOU --

-- THE LATEST COSTUMED HERO... CALLED... CALLED...

...THE *SCARLET SPIDER!*

YEAH. I LIKE THE WAY THAT SOUNDS.

AT THAT MOMENT...

...IN THE MIDDLE OF THE MURKY RIVER WATERS...

...VENOM EMERGES IN A RAGE.

TONIGHT VENOM HAS MADE TWO NEW ENEMIES.

THE FEMALE SYMBIOTE...

...AND THE FAKE SPIDER-MAN.

BEFORE THE NIGHT'S END...

...HE VOWS TO SEE THEM BOTH DEAD!

TO BE CONTINUED IN WEB OF SPIDER-MAN #119

MARVEL COMICS

WEB OF SPIDER-MAN

119
DEC

APPROVED BY THE COMICS CODE AUTHORITY

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THE SCARLET SPIDER!™

VENOM!®

NEED WE SAY MORE?

THE EXILE RETURNS PART 3 OF 4

ALSO IN THIS ISSUE...

A NEW MYSTERY MAN ENTERS THE SPIDERVERSE!

WHO IS KAINE?™

AND WHAT DOES HE WANT WITH SPIDER-MAN AND BEN REILLY?

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

TERRY KAVANAGH	STEVEN BUTLER	RANDY EMBERLIN	STEVE DUTRO	KEVIN TINSLEY	ERIC FEIN	DANNY FINGEROTH	TOM DEFALCO
WRITER	BREAKDOWNS	FINISHES	LETTERS	COLORS	EDITOR	GROUP EDITOR	CHIEF

...SUCH AS IT IS THESE DAYS.

THE GASH VENOM GAVE ME HURTS...*

...BUT I'VE GROWN ACCUSTOMED TO PAIN.

THIS SHIRT WILL SERVE AS A TOURNIQUET--STAUNCH THE BLEEDING--UNTIL I CAN GET MEDICAL ATTENTION--

--AND EVERYTHING ELSE FITS IN THE PACK ON MY BACK.

*SPIDER-MAN #52. --ERIC

JUST NEED TO CALL AHEAD...

...LET DR. TRAINER KNOW I'M COMING--

PHONE

G-GOT TO GET OUT OF THE C-CITY--

SEWARD?!

--BEFORE IT KILLS ME...

REILLY? TALK TO ME, BEN...

"...WHAT'S GOING ON DOWN THERE?!"

THE DAY HASN'T EVEN STARTED YET AND I'M ALREADY LATE--

WHOA!

514

BETTER GET USED TO STEPPING OVER DRUNKS AND JUNKIES IN THIS RAT-TRAP...

...UNTIL I FIND A JOB THAT GETS ME OUT OF--

Uhnn...

THIS GUY'S REALLY HURTING.

AND THAT STAIN ON HIS SHIRT IS SPREADING SO FAST...

...WE'VE GOT TO GET YOU TO A DOCTOR!

CAN'T AFFORD... H-HOSPITAL...

JOIN THE CLUB, FRIEND.

MY NAME'S GREER-- GABRIELLE GREER.

NEW ADDRESS IS A FANCY BROWNSTONE...

VENOM'S PAST HAS RECENTLY COME BACK TO HAUNT HIM.

ONE OF THE HATED OFFSPRING OF EDDIE BROCK'S ALIEN OTHER-- AN ARTIFICIALLY-SPAWNED SYMBIOTE BONDED WITH A HUMAN WOMAN-- STARTED THE TROUBLE...

...AND ANOTHER SPIDER-MAN--A TOTAL STRANGER, TO ALL INTENTS AND PURPOSES--ONLY THINKS HE FINISHED IT.

LOST TRACK OF OUR PREY WHEN THE RIVER SEPARATED US ALL...

...SO PARKER'S OUR BEST BET FOR A LEAD ON THE PSEUDO-SPIDER THAT'S PROWLING HIS BEAT.

SMASH

...LOOKS LIKE PETEY'S REALLY COMING UP IN THE WORLD.

BUT NO ONE'S HOME TO ENJOY THE GOOD LIFE--

--NOT EVEN THE DELICIOUS REDHEAD--

--WHAT A WASTE!

"NO SIGN OF PETE AT THE DAILY BUGLE OR THE E.S.U. CAMPUS, WHICH ONLY LEAVES--"

--HIS PRECIOUS AUNT MAY'S HOUSE IN QUEENS.

SINCE THERE'S NO KEY UNDER THE MAT...

...I'LL JUST FORM A TENDRIL INTO A KEY...

...AND IN WE GO...

KREEAK

NO ONE'S HERE.

JUST ANOTHER EMPTY HOME.

NOTHING BUT SHADOWS AND DUST.

WHAT'S HAPPENED TO THE TYPICAL AMERICAN FAMILY--

--WHERE HAVE ALL THE PARKERS GONE?!

"THIS IS THE ONLY CLINIC IN THE NEIGHBORHOOD THAT WOULD TREAT YOU WITHOUT HEALTH INSURANCE, BEN..."

CLINIC

124 SAINT

NO ANESTHESIA... GREER...

...YOU'VE GOT TO TRUST THE DOCTOR.

FOUR MORE STITCHES TO GO, SON.

WHATEVER IT TAKES, DOC...

...TO GET ME OUT OF HERE...BEFORE IT'S TOO LATE...

IS THIS KEN ELLIS?

S JNY

THE BUGLE FORWARDED MY CALL TO YOU...

" ... ABOUT THE REWARD FOR A YOUNG MALE WITH A GUT WOUND ON HIS LEFT SIDE. "

STAY PUT...

...I'M ON THE WAY.

INFORMATIO

I BETTER HIT THE JACKPOT WITH THIS STORY 'CAUSE I'M GOING TO BE MORE BROKE THAN USUAL FROM PAYING FOR ALL THIS INFORMATION.

AFTER ALL, I CHRISTENED THAT SCARLET SPIDER CHARACTER MYSELF IN THIS MORNING'S EDITION--

TAXI!

TAXI NY

HE OWES ME AN EXCLUSIVE.

CAB

" DON'T HAVE TO SUSTAIN CAMOUFLAGE-MODE...

...JUST TO FOLLOW THAT CAB.

SHE IS ONE OF FIVE SECOND-GENERATION SYMBIOTES BORN AND BRED--BY THE LIFE FOUNDATION--

--TO KILL.

SHE FEARS IT'S A LOSING BATTLE...

I DON'T KNOW IF IT'S A BLESSING OR A CURSE MY SYMBIOTE REGEN-ERATED...!*

*AFTER VENOM: LETHAL PROTECTOR #6.--Eric

GETS MORE AND MORE DIFFICULT TO CONTROL MY OTHER--TO IGNORE ITS WHISPERED OFFERS AND SEDUCTIVE CARESSES--WITH EVERY HOUR.

VENOM ONLY MADE THINGS WORSE.

BUT I STILL CAN'T HELP BELIEVING--

ALTHOUGH FREE OF THE CORPORATE SURVIVALIST GROUP FOR MONTHS ALREADY...

...THE WOMAN BENEATH THE LIVING COSTUME IS ALL BUT NAMELESS NOW, BARELY STRUGGLING TO MAINTAIN SOME SENSE OF SELF.

--HE'S THE ONLY ONE WHO CAN HELP ME...

...AND SAVE MY SOUL.

"AND ELLIS' INVESTIGATION IS BOUND TO POINT STRAIGHT TO THE SPIDER!

WHICH IN TURN, WILL BRING ME BACK INTO CONTACT WITH VENOM.

MIDTOWN.

PAPA GRANITE'S ORGANIZATION HAS BEEN *BRANCHING OUT* INTO NEW TERRITORY LATELY-- *OUR* TERRITORY--

--CROSSING BOUNDARIES MARKED BY *BLOOD*.

MY PEOPLE WANT HIS PEOPLE *OUT* OF THE WAY, ASSASSIN...

"...BUT GRANITE HIMSELF ONLY LEAVES HIS JERSEY FORTRESS *ONCE* A YEAR FOR THIS ANNIVERSARY NIGHT OUT WITH THE OLD LADY.

"THEY RESERVE THE PLACE FOR THEMSELVES. PACK IT WITH BODYGUARDS. SIT BEHIND THE BULLETPROOF GLASS.

"WE NEED A *SPECIALIST* TO GET CLOSE TO HIM.

"WORD HAS REACHED US THAT *YOU* ARE SUCH A SPECIALIST, *KAINE*.

"ACCOMPLISH THIS TASK FOR US AND YOU MAY HAVE A FUTURE WITH *OUR* FAMILY.

"IT'S TIME TO MAKE YOUR MOVE.

YOU *LISTENING* TO ME, KAINE?

DAILY BUGLE

PUT DOWN THE PAPER AND DO YOUR *JOB*, FREAK!

"KAINE! YOU'RE MISSIN' YOUR CHANCE!

"KAINE!"

"YOU BLEW IT, KAINE!"

CHK

CHK

DAILY BUGLE

WE MAY NOT BE HIGH-PRICED SPECIALISTS LIKE YOU ARE...

...BUT THIS CLOSE--WE CAN'T MISS YOU.

SPIDER MAN?

BY KEN ELLIS

UNFORTUNATELY, GENTLEMEN...

SHK

CRASH

SMASH

SHK

SHK

KRAK

...SOMETHING ELSE HAS COME UP.

DAILY BUGLE

IS THE SCARLET SPIDER CONNECTED TO SPIDER-MAN?

BY KEN ELLIS

THE CLINIC...

DRESSING'S *PERFECT*, BUT THE DOC WANTS ANOTHER LOOK AT THESE SUTURES BEFORE SIGNING THE RELEASE.

SPIDER-SENSE WARNING OUT OF NOWHERE...

...THAT'S THE BUGLE REPORTER-- KEN ELLIS-- HEADING THIS WAY.

NURSE SAID MY PIGEON CHECKED IN AS "JOHN SMITH"-- RIGHT--

--AND I'D *FIND* HIM BACK...

...HERE?

"ACCESS VENT GOT ME OUT OF THE ROOM..."

...AND THE ROOF IS--

KPOP

A DEAD END, SPIDER.

SAVE IT FOR VENOM, PSYCHO...

...YOU TWO DESERVE EACH OTHER,

AND IT'S NONE OF MY BUSINESS ANYMORE.

WRONG AGAIN, HERO...

...WE NEED YOUR--

DON'T BELIEVE EVERYTHING YOU READ IN THE PAPERS, BLONDIE...

...I'M NO HERO!

SEE YOU IN THE FUNNY PAGES--!

NO...

...HE'S GONE ALREADY!

THE SPIDER WAS MY--OUR-- LAST LIFELINE...

KRODA

"...UNTIL SHE GOT BORED AND WENT HOME."

"...WE'RE OUT OF CONTROL!"

THOUGHT I COULD AVOID TROUBLE--FOR EVERYONE AROUND ME-- BY HIDING OUT UNDER THE LEDGE BENEATH HER FEET...

POOM

POOM

POOM

POOM

BAD IDEA. SHE'S GONE CRAZY! SMASHING UP EVERYTHING IN HER PATH.

I'M DOING MY BEST TO PULVERIZE MOST OF THE DEBRIS BEFORE IT REACHES THE GROUND--

"--BUT SOME OF IT'S GETTING THROUGH."

SKRAK

"...UUM

WITCH TOOK OFF AFTER HER LITTLE SUPER-TANTRUM...

...AND THE CLINIC STAFF WILL HELP THE INJURED PEDESTRIANS.

BUT IT COULD HAVE BEEN WORSE--

CLINIC

"--SO MUCH WORSE...

SORRY, PAL! THAT'S YOUR JOB! I'M THROUGH BEING PUSHED AROUND--BY ANYONE!

STOP! THIEF! STOP HIM! IF HE MAKES IT TO THE ELEVATOR, HE'LL GET AWAY!

FROM NOW ON, I JUST LOOK OUT FOR NUMBER ONE-- THAT MEANS--ME!

I OUGHTA RUN YOU IN!

SAVE YOUR BREATH, BUDDY! I'VE GOT THINGS TO DO!

"WHEN THAT SAME BURGLAR WENT ON TO INVADE UNCLE BEN'S HOME--MURDER HIM IN COLD BLOOD--"

--SPIDER-MAN SWORE IT WOULD NEVER HAPPEN AGAIN.

WHEN WILL I LEARN?

SHOULD HAVE STOPPED THE FEMALE SYMBIOTE WHEN I COULD...

...JUST SHEER LUCK THAT NO INNOCENTS WERE KILLED.

OR AN OMEN.

MAYBE EVEN A SECOND CHANCE... TO CORRECT A MISTAKE I NEVER MADE--

BEN...?

IT'S ME-- GABRIELLE--

--CHECKING UP ON THE PATIENT.

KNK KNK

APPRECIATE YOUR CONCERN, GREER--REALLY-- AND ALL THE HELP EARLIER...

...BUT I'M SORT OF IN THE MIDDLE OF SOMETHING RIGHT NOW.

SORRY...

"... MY MISTAKE."

AND MY LOSS.

AGAIN.

SEEMS I WAS WOEFULLY UNPREPARED FOR VENOM AND HIS *ILK* LAST TIME OUT...

...BUT NOW I'M *READY*, WILLING-- AND *MORE* THAN ABLE-- TO FACE THE WORST.

I'LL TAKE DOWN EVERY SYMBIOTE IN THIS CITY BEFORE LEAVING...

ALL THE TIME OVER THE YEARS, IDEAS FOR THINGS LIKE THIS ITEM WERE PERCOLATING IN MY MIND--

--ALMOST AS IF I *KNEW* THIS DAY WOULD COME.

"...WITH NO DEATHS ON MY CONSCIENCE."

PEPZI

RAW POWER FOR POWER'S SAKE-- NOTHING MORE, NOTHING LESS--

VIP

--THIS IS ALL MY OTHER EVER PROMISED!

AND WHERE BETTER TO INDULGE UNLEASHED PASSIONS THAN THE HEART OF TIMES SQUARE?!

SKREE

HOW ABOUT THE PRIVACY OF YOUR OWN PADDED CELL, SISTER?!

AARGH!

THAT'S WHAT YOU THINK, CUZ!

TOO LATE, VENOM...

...I--WE... DON'T NEED YOU ANYMORE!

BOOM

NO...

WE DON'T KNOW WHAT YOU WANT FROM US--

--AND WE DON'T CARE!

WE'RE GOING TO *SEPARATE* YOU AND YOUR SYMBIOTE! AND THEN DEAL WITH YOU *BOTH!*

GEE

SHE'S AFRAID

WE'RE SICK TO DEATH OF SPIDERS AND SYMBIOTES OF ALL SHAPES AND SIZES...

...THREATENING THE VERY *IDENTITY* WE FOUGHT SO LONG AND HARD TO MAKE OUR OWN!

please...

DON'T BEG, SPAWN O'MINE...

...IT REFLECTS BADLY ON ALL OF U--

THWP

RADIO REPORTS SAID I'D FIND YOU TWO HERE.

WHAT THE H--*

THWPH

I CALL IT IMPACT WEBBING, VENOM.

GENERATING ENOUGH MULTI-TENDRILS--IN MICRO-SECONDS--

THWPH

THWPH

JUST TASTES LIKE APPETIZER TO ME, HERO...

--TO CUT YOU OFF FROM YOUR VICTIM!

SHRPD

...BEFORE THE SPIDER SPECIAL!

GUESS AGAIN, JAWS.

A SINGLE PELLET--OF ONLY ONE NEW WEAPON--BOUGHT THE WOMAN ENOUGH TIME TO GET OUT OF YOUR UGLY FACE...

...AND YOU AIN'T SEEN NOTHING YET!

THE FIRST--AND FINAL--BATTLE BETWEEN THE SCARLET SPIDER AND VENOM CONCLUDES IN SPIDER-MAN #53!

NEXT ISSUE:

"WEB OF LIFE" BEGINS AS THE SPIDER REDISCOVERS AN OLD FRIEND, AND A NEW ENEMY! THE HUNT IS ON...!

MARVEL COMICS

SPIDER-MAN®

53
DEC

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THE EXILE RETURNS PART 4 OF 4

THE SCARLET SPIDER'S GREATEST MOMENT OF GLORY...

THE FALL OF VENOM!

STAN LEE PRESENTS THE SCARLET SPIDER IN

GATHERING STORMS

THE AWESOME CONCLUSION TO THE EXILE RETURNS

HOWARD MACKIE & TOM LYLE story & art

SCOTT HANNA finishes

STARKINGS/COMICRAFT lettering

KEVIN TINSLEY colors

DANNY FINGEROTH editor

TOM DEFALCO editor in chief

NEW YORK CITY...

THIRTY SECONDS AGO, THE MAN WHO HAS BEEN DUBBED THE SCARLET SPIDER BELIEVED HIS RAGE WOULD BE ENOUGH TO ENABLE HIM TO BEAT VENOM.*

NOW HE REALIZES THAT THAT WASN'T NECESSARILY TRUE.

DIE, IMPOSTOR!

SO THIS IS HOW MY RETURN TO MANHATTAN... TO A LIFE THAT NEVER BELONGED TO ME... ENDS?

STRANGLED TO DEATH WITH THE HOOD OF MY OWN NEWLY CREATED COSTUME?

GUESS I DESERVE IT.

I'M ONLY A CLONE!

*WEB OF SPIDER-MAN #119.--DANNY

WEREN'T YOU GALLANT, TRYING TO DEFEND THE FEMALE SYMBIOTE FROM DYING AT OUR HANDS *...?!

...NOW WE'LL SUCK THE MARROW FROM *BOTH* YOUR BONES!

NEVER SHOULD HAVE GOTTEN IN MY WAY, YOU *FAKE!*

THE *REAL SPIDER-MAN* WOULD HAVE PUT UP A BETTER FIGHT.

HE WOULD HAVE LOST ANYWAY...

...BUT STILL WOULDN'T HAVE DIED SOOO EASILY!

JUST RELAX... YOU'LL BE **DEAD** SOON!

HE'S RIGHT. MIGHT AS WELL STOP STRUGGLING.

THIS END WAS INEVITABLE AS SOON AS I WAS *STUPID* ENOUGH TO COME *BACK* TO NEW YORK... *STUPID* ENOUGH TO PUT ON A COSTUME... *STUPID* ENOUGH TO TRY AND PLAY *HERO!*

JUST RELAX AND GO WITH --

NO!

THERE'S ANOTHER LIFE AT STAKE ...THE FEMALE... SHE APPEARS TO BE HUMAN.

...ENDANGERING INNOCENT LIVES LIKE...

I CAN'T LET VENOM KILL HER. CAN'T LET HIM RUN WILD IN THIS CITY...

...AUNT MAY!

CAN'T TAKE THE EASY WAY OUT!

SHE DIDN'T RAISE ME THAT WAY!

BWAM

CAN'T BELIEVE THAT SPIDER-MAN HAS LET VENOM ROAM FREE.

VENOM SPOKE OF THEM HAVING SOME SORT OF *DEAL!*

CAN'T BELIEVE THAT SPIDER-MAN WOULD LET A MONSTER LIKE THIS LOOSE ON THE STREETS...

...*WON'T* BELIEVE IT!

YUMMm! LOOKS LIKE THE LITTLE PHONY IS GOING TO GIVE US A *FIGHT* AFTER ALL!

WHRAAK

MORE THAN A FIGHT!

I'M PLITTING YOU AWAY FOR GOOD...

KWAM

...OR I'M GOING TO DIE TRYING!

AT THE DAILY BUGLE, KEN ELLIS BURNS THE MIDNIGHT OIL.

HE IS A MAN DRIVEN BY HIS CAREER.

A MAN DETERMINED TO GET AN INTERVIEW WITH THE HERO HE HAS DUBBED THE SCARLET SPIDER.

A MAN COMMITTED TO ADVANCING HIS CAREER.

ELLIS.

BEAT IT! CAN'T YOU SEE I'M TRYING TO WRITE A --

MISTER JAMESON.

DON'T SWEAT IT, KID. I KNOW WHAT IT'S LIKE WHEN YOU'RE IN THE MIDDLE OF SOMETHING. HARD TO LET IT GO, huh?

JUST WANTED TO TELL YOU YOU'RE DOING A GREAT JOB.

KEEP IT UP.

JUST STAY OBJECTIVE, SON. DON'T LET THE STORY CONSUME YOU.

TAKE IT FROM ME... IT DOESN'T HELP THINGS.

YEAH... RIGHT!

TIMES SQUARE...

GOT TO LET MY SPIDER-SENSE DO ITS JOB.

YESTERDAY I WAS *RUSTY*... LET MY FEAR OVER-RIDE THE SPIDER-SENSE... AND HE ALMOST *GUTTED* ME. *

THAT'S *NOT* GOING TO HAPPEN AGAIN!

* LAST ISSUE --D.

NICE MOVE, LITTLE FAKER!

HOW'S YOUR STOMACH FEELING?

BETCHA IT HURTS TO BOUNCE AROUND LIKE THIS, huh?

IT'S GOING TO HURT EVER *MORE* WHEN I STRANGLE YOU WITH YOUR OWN INTESTINES!

GOING TO MAKE YOU PAY FOR IMITATING *HIM!*

GOING TO KILL YOU AND EAT YOUR *BRAINS!*

THIS GUY IS *SICK!*

BUT HE'S RIGHT. THE STOMACH IS *KILLING* ME.

THE *PAIN* IS TIRING ME OUT!

NEED TO SLOW HIM DOWN A BIT.

LAST TIME I TRIED THE *IMPACT WEBBING* ON HIM HE SIMPLY RIPPED THROUGH IT.

THIS TIME...

...I'LL UNLOAD A WHOLE BUNCH OF THEM AT HIM!

IT'S GOT TO SLOW HIM DOWN LONG ENOUGH FOR ME TO CATCH MY BREATH!

I HOPE.

I DON'T LIKE THIS NEW WEBBING, YOU FRAUD!

IT NEVER STOPS GROWING.

JUST GOING TO MAKE ME *MADDER!*

I'LL LIVE WITH IT!

NO, YOU WON'T.

MEANWHILE...

THE SPIDER SOUGHT TO CONTAIN ME, FATHER.

HE TRIED TO HAVE ME IMPRISONED... CAGED LIKE SOME BROKEN AND SHAMED BEAST!

A KRAVINOFF WILL NOT BE BROKEN!

I USED OUR WEALTH TO GET OUT OF PRISON, FATHER.

AND NOW, I, THE GRIM HUNTER, SON OF KRAVEN, SWEAR TO YOU...

HERE LIES
ERGET
RAVINOF
VEN the HUNT
REE AT LAST

...THE HUNT WILL CONTINUE.

AND EITHER THE SPIDER... OR I...

...WILL DIE!

WHILE...

EXHAUSTED... STOMACH KILLING ME... STITCHES MIGHT RIP OPEN...

CAN'T WORRY ABOUT IT... HE'S GOING TO TEAR THROUGH THE WEBBING SOON... GOT TO BE ALERT...

GOT TO BE *STRONG*.

I'M STARTING TO BELIEVE I MIGHT ACTUALLY BE ABLE TO BEAT HIM.

GOT TO LET HIM WEAR HIMSELF OUT WHILE I *REGAIN* SOME STRENGTH.

IT'S GOING TO HAVE TO BE BRUTAL...

...VENOM WILL HAVE IT NO OTHER WAY.

STILL CAN'T ACCEPT THAT SPIDER-MAN MADE A *DEAL* WITH HIM.

HAS HE CHANGED SO MUCH SINCE I RECEIVED HIS MEMORIES... HIS VALUES?

OR IS IT *ME* WHO'S CHANGED?

WELL, IN ABOUT ANOTHER MINUTE I'LL HAVE A CHANCE TO SEE WHETHER I'VE CHANGED ENOUGH TO DEFEAT THE LIKES OF VENOM.

WITHIN THE COCOON...

HE'S TRYING TO STOP US!

STOP US FROM DOING THE RIGHT THING.

TRYING TO MAKE US OUT TO BE THE VILLAIN.

THEY *ALL* DO THAT!

TRY TO MAKE IT SEEM LIKE *I'M* NOT GOOD ENOUGH!

BUT *I* AM!

HE'S THE FAKE!

HE MUST DIE!

SALT LAKE CITY, UTAH...

POLICE DETECTIVE JACOB RAVEN SITS AT HIS WINDOW SEAT, APART FROM THE REST OF THE DETECTIVES IN THE HOMICIDE BUREAU.

HIS THOUGHTS ARE ELSEWHERE.

ON A KILLER WHO HAS ELUDED HIM FOR THE PAST TWO YEARS.

A KILLER HE IS DETERMINED TO BRING TO JUSTICE.

RAVEN, YOU'RE GOING TO WANT TO SEE THIS --

-- LOOKS LIKE YOUR MAN HAS SHOWN UP IN NEW YORK CITY!

SAME MARKINGS ON THE FACE AS HE LEFT ON... ON...

TAKE IT, JACOB. IT'S YOURS.

RAVEN STUDIES THE FAX.

THE PHOTOS OF THE DEAD BODIES LEAVE NO DOUBT IN HIS MIND.

IT'S HIM.

IT'S HIM.

THIS IS IT.

THE WEBBING'S ABOUT TO GIVE.

GOT TO WORK ON THE FORMULA TO MAKE IT A LITTLE *STRONGER* FOR FUTURE USE.

IF I *HAVE* A FUTURE!

WE'RE FREE!

HOPE YOU'VE ENJOYED YOUR REST, LITTLE SPIDER, BECAUSE...

NAP TIME IS OVER!

YEAH! *DEFINITELY* COULD USE A STRONGER WEBBING!

ELSEWHERE...

PLEASE, GAVIN, DO NOT DO THIS!

SORRY, LITTLE BROTHER...

...YOU LET ME DOWN.

SNAP

SOMEONE PLEASE SEE TO IT THAT MY BROTHER IS GIVEN A PROPER FUNERAL. AND HAVE FLOWERS SENT IN MY NAME.

YES, MISTER THORPE.

NOW, ON TO BUSINESS.

I HAVE *RETURNED* FROM MY TRIP ABROAD AND AM NOW --

-- WITH MY BROTHER'S DEMISE --

-- *OFFICIALLY* BACK IN CHARGE OF OUR ORGANIZATION.

I WANT REPORTS ON ANY POTENTIAL *INTERFERENCE* WITH OUR DAY TO DAY OPERATION.

POLICE OFFICERS, DISTRICT ATTORNEYS, ANY COMPETITORS. I WANT NAMES.

SPIDER-MAN HAS BEEN KNOWN TO SLOW THINGS DOWN.

EXCELLENT, SIR.

NOW...

...HOW DO WE GO ABOUT *ELIMINATING* THIS SPIDER-MAN?

BACK IN TIMES SQUARE...

IS THAT THE BEST YOU'VE GOT?

WE HARDLY FELT IT!

YOU'RE GOING TO HAVE TO PUT A LITTLE MORE OOMPH INTO THE OLD PUNCHEROOS IF YOU'RE GOING TO LIVE THROUGH THE NIGHT!

HE'S RIGHT.

I'M THROWING EVERYTHING I'VE GOT AT HIM AND IT'S HAVING NO EFFECT.

HIS COSTUME IS ABSORBING ALL THE BLOWS.

HE IS HERE.

AND THINGS AREN'T GOING WELL FOR HIM.

THIS IS GOOD.

TIME TO SAY NITEY-NITE, LITTLE FAKER!

YOU LOSE!

THIS IS GOING TO BE TRICKY, BUT...

...I'VE GOT NOTHING LEFT TO LOSE.

NOT YET.

THOOP

A COUPLE OF LITTLE VITAMINS? IS THAT THE BEST YOU CAN DO?

WHAT WAS THAT? WHAT... DID... YOU...

...DO...

...TO...

...US!

SHOT THE *IMPACT WEBBING* BETWEEN THE COSTUME AND THE MAN WITHIN.

IF THEY'RE PARTNERED THE WAY I READ ABOUT...

"...NOW I JUST SIT BACK AND WAIT FOR IT TO DO ITS THING.

"SPREAD OUT... GROW AND...

"*PUSH* THE LIVING COSTUME AWAY FROM THE MAN."

WHICH LEAVES HIM WIDE OPEN FOR A *STINGER!*

AAARRGH

THAT *HURT!*

HE'S TURNING THE TIDE OF THE BATTLE.

HE ALWAYS WAS THE LUCKY ONE.

YOU CAN'T KILL US!

YOUR WEBBING AND YOUR STINGERS ONLY MAKE US ANGRY!

NOT LOOKING TO KILL YOU! JUST SETTING UP...

...THIS SHOT!

ALWAYS LUCKY.

WE WILL GNAW ON YOUR SPINE FOR THAT!

YOU CAN'T BEAT US!

THINK AGAIN!

YOU'RE *DONE!*

EVEN WHEN HE SHOULD HAVE DIED...

SOMEONE SHOULD HAVE DONE THIS TO YOU *LONG* AGO.

...HE FOUND LIFE.

SOMEONE SHOULD HAVE MADE SURE THAT YOU WOULDN'T BE SET FREE.

NOW HE HAS *RETURNED*, TAKEN ON ANOTHER COSTUME...

I'M THE SOMEONE TO FINALLY DO IT!

...AND NOW I'VE TAKEN A COSTUME AS WELL..

FOR NOW I'LL WAIT.

HIS TIME WILL COME SOON ENOUGH.

THEN HE'LL BE GIVEN THE MARK OF KAINE!

I WATCH.

I WAIT.

BUT SOON...

...VERY SOON...

THE COSTUME NOW?

GREAT! I CAN'T CATCH A BREAK TONIGHT!

THOUGH WEAKENED BY THE BATTLE, THE ALIEN SYMBIOTE REACTS TO DEFEND THE UNCONSCIOUS EDDIE BROCK.

IT REACHES OUT TO THE ENTITY WHICH DEFEATED ITS HOST...

...SEEKING TO ENGULF...TO DESTROY IT.

CONTACT IS MADE.

IMMEDIATELY, THE SYMBIOTE SENSES SOMETHING FAMILIAR ABOUT REILLY.

SENDING OUT MORE TENDRILS, IT SEEKS A BONDING.

A SYMBIOSIS.

AND THEN...

NO!

GET OUT OF MY MIND!

THE SCARLET SPIDER'S STRENGTH -- AND HIS REJECTION -- PROVE TOO MUCH FOR THE ALREADY WEAKENED SYMBIOTE...

THE IMPACT OF ITS FALL KICKING UP A CLOUD OF DUST.

THEN...HAVING DONE WHAT HE SET OUT TO DO...

...BEN REILLY COLLAPSES.

LATER...

THE GUARDSMEN HAVE ARRIVED AND CONTAINED BOTH BROCK AND THE ALIEN SYMBIOTE.

THIS TIME WE'RE GOING TO KEEP THE TWO OF THEM AS FAR APART AS POSSIBLE.

THANKS. YOU'VE SUCCEEDED WHERE OTHERS HAVE FAILED.

I DID IT!

I BEAT VENOM!

MAYBE IT'S TIME TO START CLAIMING SOME SORT OF LIFE FOR MYSELF.

THERE'S *NOTHING* TO STAND IN MY WAY...

...NOTHING AT ALL!

NEXT ISSUE:

THE RETURN OF THE GRIM HUNTER AND...WHO IS KAINE?

MARVEL COMICS®

SPIDER-MAN™

UNLIMITED™

7
NOV

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2 TITANIC TALES
FEATURING SPIDEY® AND HIS CLONE--
EACH IN SOLO ACTION! PLUS:
AN ALL NEW TALE OF MARY JANE!

STAN LEE PRESENTS THE *CLONE* IN...

SECOND RATE CHOICES

TOM LYLE: STORY

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JOHN KALISZ: COLORS

DANNY FINGEROTH: EDITOR

TOM DEFALCO: EDITOR IN CHIEF

NEW YORK CITY.

BEEN LOOKING ALL OVER FOR VENOM*. BUT I'M RUSTY. CAN'T FIND HIM. MAYBE IF I SIT DOWN...HAVE SOME FOOD... I'LL FIGURE OUT A BETTER WAY.

CHEC CA HING

I'D FORGOTTEN HOW GOOD THE CHINESE FOOD IS IN THE CITY.

BUT... AM *I* REALLY REMEMBERING ABOUT THAT OR DOES *THAT* MEMORY BELONG TO HIM, TOO?

TO *PETER PARKER.*

THE *REAL* SPIDER-MAN!

HEY! WHAT'S GOING ON OVER THERE?

THE CHECK CASHING STORE IS GETTING *ROBBED!*

*THIS STORY TAKES PLACE BETWEEN WEB #118 AND SPIDER-MAN #52.--DANNY

I CAN'T GET INVOLVED! I'M JUST HERE FOR HER... *NOT* TO BE A HERO.

I'M NOT *REALLY* A HERO, ANYWAY.

JUST A *CLONE* OF ONE.

NO!

I CAN'T JUST STAND BY AND WATCH PEOPLE GET *HURT.*

SOMEONE MIGHT GET *KILLED.*

HURRY, REILLY! HURRY!

HEY, BUDDY! WATCH IT!

JUST THE MASK.

IT'LL DO.

SORRY. IT'S AN EMERGENCY--

"--A REALLY BIG ONE!"

WE GOT ALL THE CASH... LET'S GET OUTTA HERE!

AHH, *MANNY!* WE AIN'T *SHOT* NOBODY! I GOT TO SHOOT *SOMEBODY!*

NO ONE'S GOING TO GET SHOT TODAY.

SPIDER-MAN!

NO,

BUT...

VIIP

VIP

...WILL I DO?

OH, MAN. I WASN'T READY FOR *THIS!*

JUST *SHOOT* HIM!

SHOOT HIM, CARRIE! HE'S JUST A SECOND RATE SPIDER-MAN.

WHAP

I'M TRYING TO, MANNY.

OOMPH!

SSWHACK

SECOND RATE?

THEY DON'T KNOW HOW RIGHT THEY ARE.

BUT THAT DOESN'T MEAN I'M NOT GOING TO STOP THEM!

MY GUN!

K-KRUNCH

HEY, MANNY.

BE THANKFUL IT'S *ONLY* YOUR GUN.

SAY GOODNIGHT, GRACIE.

WAP

I WEB THE LOSERS UP AND...

IS EVERYONE OKAY?

I... I THINK SO.

THEN I'LL LET THE POLICE TAKE IT FROM HERE!

WAIT!

I WANT TO THANK YOU, BUT...

WHO *ARE* YOU?

LADY...

...I *WISH* I KNEW.

WHEEOOOO

EVEN IN THE BRIGHT LIGHT OF A CLEAR, AUTUMN DAY...THIS CITY CAN MAKE YOU FEEL INVISIBLE.

RICH GANNON IS HOMELESS.

WHICH MAKES HIM AS GOOD AS INVISIBLE.

MAN...I HAVEN'T EATEN IN TWO DAYS, NOW. I'VE GOT TO EAT SOON, OR...

HEL-LOOO!? WHAT'S THIS?

FIVE DOLLARS! OH, GEEZ, WITH FIVE BUCKS I CAN GET ENOUGH FOOD FOR...

I WONDER IF THE PERSON WHO LOST THIS MONEY IS STILL AROUND?

DON'T SEE ANYBODY.

RICH, THIS IS YOUR LUCKY DAY. LET'S GO FIND US SOMETHING TO EAT.

THAT GROCERY STORE IS A LIKELY CANDIDATE FOR MY BUSINESS IF I EVER SAW ONE!

ALL RIGHTT! EATIN' TIME!! LOOK AT ALL THAT NICE FRESH FOOD WAITING FOR OLE RICHIE-BOY.

SNIFF

MAN-O-MAN. WHAT'S THAT AWFUL SMELL?

HEY, YOU *STINK!* YOU'RE SCARING AWAY OUR CUSTOMERS. GET HIM *OUT* OF HERE, STEVE.

YEAH! TELL HIM, CARL. WE DON'T WANT *YOUR* BUSINESS HERE, *BUDDY!*

BUT...

NO *BUTS* ABOUT IT. YOU'RE *NOT* WELCOME HERE!

BUT I'VE GOT *MONEY!*

HUMPH! STOLEN MONEY, I'LL BET.

C'MON. GIVE ME A BREAK... *PLEASE!* I HAVEN'T EATEN IN *TWO* DAYS.

AND THE MONEY'S *NOT* STOLEN. THINGS *HAVE* BEEN TOUGH LATELY, BUT I WOULDN'T *STEAL* TO GET MONEY. I JUST CAN'T FIND A JOB.

THAT'S 'CAUSE YOU SMELL LIKE...OH, *PHEW!!*

I'M *HOMELESS*, MAN! I'VE GOT *NO* PLACE TO CLEAN UP.

I'VE GOT A COLLEGE DEGREE, BUT I CAN'T SEEM TO GET A JOB EVEN THOUGH I'M CLEAN AND SOBER. I... MAN, I USED TO BE A DESIGN ENGINEER FOR *STARK INDUSTRIES!*

RIGHT!

SURE.

AND I USED TO FLY THE *SPACE SHUTTLE* FOR *NASA!*

I JUST WANT SOME FOOD.

NOTHING IS EASY WHEN YOU'RE INVISIBLE.

NO ONE IS INVISIBLE IN MAY PARKER'S HOSPITAL ROOM IN QUEENS... EMOTIONS JUST SEEM TO SPILL OUT AS HEARTFELT PHRASES...TOUCHING EVERYONE WHO ENTERS.

ESPECIALLY PETER PARKER.

...AND YOU'VE BEEN *SUCH* AN INFLUENCE IN MY LIFE, AUNT MAY. PLEASE GET BETTER. I *NEED* YOU.

I'VE BEEN HAVING A REALLY HARD TIME WITH... BEING TRUE TO... *MYSELF* LATELY. I WISH I HAD YOU TO TALK TO. I--

--I SHOULD QUIT DWELLING SO MUCH ON *MY* PROBLEMS. GETTING YOU WELL AND OUT OF THIS HOSPITAL IS MY MAIN CONCERN RIGHT NOW.

SO.... FOR MY PARTING "WISDOM" FOR THE DAY, I WANT YOU TO DREAM ONLY HAPPY THOUGHTS UNTIL I COME BACK TONIGHT.

AND I'LL BE BACK... I *GUARANTEE* IT.

IT'S SO HARD TO SEE HER LIKE THAT...IN A COMA...UNABLE TO RESPOND...

FINALLY!

I THOUGHT I MIGHT HAVE TO HANG OUT THERE UNTIL DARK WAITING FOR PETER TO LEAVE.

HELLO, AUNT MAY. I HOPE YOU'RE FEELING BETTER SINCE YESTERDAY.

I WAS HOPING YOU WOULD WAKE UP TODAY, BUT...

I'M *SO* CONFUSED, AUNT MAY. ALL MY THOUGHTS... MEMORIES. THEY ALL SEEM SO REAL, BUT I KNOW THEY'RE NOT.

THE ONLY THING THAT I *AM* SURE OF IS THAT *YOU'RE* THE REASON I CAME BACK, I...

THE DOOR...

...IT'S OPENING!

TAK TAK!

AUNT MAY? IT'S ME...

...PETER.

I'M SORRY TO BOTHER YOU, BUT I THINK I LEFT MY HOUSE KEYS IN YOUR ROOM.

YOU KNOW ME... I'M **ALWAYS** FORGETTING THINGS.

YEP! THERE THEY ARE. ON THE TABLE BY YOUR BED.

I FEEL LIKE SOMEONE IS WATCHING *ME*... BUT MY SPIDER-SENSE ISN'T TINGLING.

MAYBE I'M JUST FEELING KIND OF STRANGE HAVING TO TALK TO AUNT MAY LIKE SHE'S AWAKE.

MARY JANE INSISTS THAT SHE CAN HEAR US AND THAT IT'S GOOD FOR AUNT MAY. I GUESS I SHOULD TRUST HER.

SORRY AGAIN TO DISTURB YOU, MAY. SEE YOU TONIGHT. BYE!

WHEN I SEE *HIM*... PETER... I'M SLAPPED IN THE FACE WITH ONE COLD, HARD FACT.

I'M *NOT* REAL.

I'M JUST A *CLONE!*

BUT I'M A CLONE WHO *LOVES* THIS WOMAN. LOVES HER AS IF SHE WERE MY MOTHER. I DON'T CARE IF THAT'S A FALSE MEMORY. THAT'S HOW *I* FEEL.

I LOVE YOU, MAY PARKER. SO PLEASE, GET WELL. I WANT TO SEE YOU LIVING YOUR LIFE LIKE YOU DESERVE TO.

I'LL BE BACK TOMORROW. HOPE YOU WAKE UP BEFORE THEN.

"...LIVING YOUR LIFE LIKE YOU DESERVE TO!"

WISH THAT APPLIED TO ME.

WHAT KIND OF LIFE CAN YOU LIVE WHEN *EVERYTHING* YOU KNOW AND FEEL REALLY BELONGS TO SOMEONE ELSE?

THE CLEAR, AUTUMN BREEZE OF THIS NEW YORK AFTERNOON HAS NO ANSWERS FOR BEN REILLY.

THERE DOESN'T SEEM TO BE A GOOD EXPLANATION FOR IT, BUT BEN REILLY FEELS FREE UP HERE.

HE DOESN'T NEED ANY ANSWERS.

WHEN HE IS ON A ROOFTOP LOOKING **DOWN** AT THE MASSES OF PEOPLE THAT MAKE UP "THE CITY," HE DOESN'T HAVE TO FIT IN.

FITTING IN IS FOR **REAL** PEOPLE.

THE SIGHT OF THE DELIVERY VAN ON THE STREET BELOW CAUSES A SHARP STAB OF PAIN FOR HIM. LIKE RUBBING SALT IN AN OPEN WOUND.

BETTY BRANT.

JONAH JAMESON.

GWEN.

DAILY BUGLE

THAT NAME MAKES HIS ENTIRE BODY TENSE UP LIKE A COILED SPRING... ABOUT TO BREAK... WOUND BEYOND ITS LIMITS.

WHAT AM I **DOING** HERE? I SHOULDN'T EVEN EXIST!

HE'S INVISIBLE.

BACK IN MANHATTAN... THE LOWER EAST SIDE.

MAN, DON'T YOU BOTHER DEE WHEN HE'S BUSTIN' ON THE COPS.

HEY, DARRYL?! *THIS* ONE OF YOUR REGULARS?

COME BACK ANYTIME, MISTER LAWWW-MANN. JUST REMEMBER...

THIS IS *MY* CORNER.

YOU'RE ON *MY* BLOCK!

NYPD

WHOA!

WHAT'S *WITH* PRETTY BOY HERE? HE AIN'T GOT TIME TO *RESPECT* ME?

YO! PRETTY BOY! DON'T BE LOOKIN' SO DOWN. YOU NEED YO MOMMA EVEN *WORSE* IF YOU DISRESPECT ME.

'SIDES! I GOT JUST THE STUFF TO MAKES YOU FEEL BETTER.

HEY, MISTER, YOU GOT ANY SMALL JOBS THAT I CAN DO FOR YOU? I NEED TO EAT.

WHAT AM I... *INVISIBLE*?!? YOU COULD AT LEAST SAY *SOMETHING* TO ME.

A MAN'S GOT A RIGHT TO TRY TO EARN MONEY SO HE CAN EAT, DOESN'T HE?

I'M GETTING HUNGRY. I'M GOING TO HAVE TO FIND SOMETHING TO EAT SOON.

PICKING UP ALL THE TRASH IN AN ALLEYWAY NEXT TO A RESTAURANT ...THAT'S NOT A *BAD* JOB.

NOT A GREAT ONE, EITHER.

BUT I GET TO EAT *TWICE* TODAY. *THAT* MAKES IT A GOOD DAY.

IT'S GETTING HARDER EVERY DAY TO FIND WORK, THOUGH.

I'VE GOT TO *EARN* MY MONEY. I REFUSE TO BEG OR PANHANDLE. I'VE GOT TO KEEP HOLD OF A *LITTLE* SELF-RESPECT.

THAT'S GETTING HARDER TO DO EVERY DAY.

AH...MAN, QUIT *THINKING* SO MUCH.

HEY, DEE. HE'S BACK.

YO! *FISH BAIT!!* DIDN'T I TELL YOU TO KEEP YOUR SMELLY BEHIND AWAY FROM *MY* CORNER?!?

I WAS JUST EATING SOME DINNER. I'M LEAVING.

YOU'RE RUININ' MY DINNER BY BEING HERE. YOU SMELL LIKE...*MAN*, YOU'RE JUST *RE-PUL-SIVE!!*

YEAH! REAL PULSIVE!

LOOK, I'M SORRY. I'M LEAVING *NOW*. OKAY?

YOU'RE LEAVING, ALL RIGHT. BUT FIRST I WANT TO SEE WHAT YOU GOT IN THAT BAG YOU'RE PROTECTIN' LIKE IT'S YOUR MOMMA.

YEAH! WHAT YOU GOT IN THERE, MY MAN?

GOLD? CASH? 'NUKULAR' SECRETS?

NO!

LET'S SEE IT, NOW!

PLEASE! THERE'S NOTHING OF VALUE TO YOU IN THERE!

GOTTA GET BACK TO MY ROOM AND FIX ME SOME...

HEY!

GIMME THAT, MAN!!

AND DON'T GIVE ME NO MORE GRIEF!

BUT I... OOOMPH!!

DEE SAID SHUT YER YAP, MAN!!

I MAY NOT BE "REAL," BUT I'M REAL ENOUGH TO HELP OUT HERE.

AND THIS GUY NEEDS SOME HELP.

CAN I HELP YOU UP? YOU KNOW, FOUR-ON-ONE ISN'T VERY...

WHATCHA THINK YOU'RE DOIN', HOSS?

I THINK YOU'LL BE WANTIN' TO LEAVE.

BEFORE YOU GET HURT.

BAD!!

I'M GOING TO HELP THIS MAN UP, GET HIS DUFFEL BAG AND WE'RE *WALKING* AWAY FROM HERE.

I THINK *THAT'S* WHAT I'LL BE WANTING TO DO. *GOT* IT?

WHAT I GOT IS *THIS!!*

NOW...

...WHAT YOU GOIN' TO DO, *PRETTY BOY?*

I *CAN'T* DO ANYTHING. CAN'T SHOW OFF MY POWERS HERE.

WHAT'S *UP?* GOT NO *GUTS*, MAN?

I THINK HE'S LOOKIN' FOR HIS MOMMA!

GET OUTTA MY *FACE*, PRETTY BOY!

OKAY...OKAY. I'M *LEAVING.*

NO SHOOTING, OKAY? I DON'T WANT ANY BYSTANDERS HURT!

BYSTANDERS!? YOU'RE ONLY WORRIED ABOUT YOUR OWN SORRY BUTT!!

HERE, LET ME HELP YOU.

COME ON. MAYBE WE CAN SNEAK AWAY BEFORE THEY...

HEAR YOU? OH, YEAH. WE DO HEAR YOU!

AND THAT MEANS BAD THINGS FOR YOU, MR. HERO.

BEN REILLY COULDN'T GO TOE-TO-TOE WITH THOSE THUGS. PICTURES MIGHT GET TAKEN.

I MIGHT MAKE BIG TROUBLE FOR PETER.

BUT I'M NOT RUNNING AWAY TO PROTECT MY BEHIND.

I AM GOING BACK TO DEAL WITH THOSE GUYS.

I JUST NEED THE RIGHT *CLOTHES...*

...TO DO THE **JOB!**

YO, BOYS, WE GOT US A REAL *GOOD SAMARGG-TAN!* HOW 'BOUT YOU JOIN US AT *OUR* PARTY, *MISTER HERO?*

OH, THANK YOU, BUT... REALLY I DON'T, UH...

LET'S SEE WHAT MR. REPULSIVE'S *GOT* IN HERE.

BOOKS?

BOOKS!?!

YOU KNOW... THOSE LITTLE THINGS YOU *READ!*

WHU...

OH...

...I FORGOT. YOU GUYS PROBABLY DON'T KNOW *HOW* TO READ.

BLAM
K-BLAM
READ THIS!!!
SORRY, BUT *THAT* BOOK IS NOT ON MY CURRENT READING LIST.
THWIP
TRY *THIS* ONE. YOU MIGHT LIKE IT.
AW, SHUCKS... HOW ARE YOU GOING TO TURN THE PAGES, NOW?
VIP
ZWIP
GUYS...

...DIDN'T YOUR MOTHERS TEACH YOU IT'S IMPOLITE TO SHOOT SOME-ONE IN THE BACK?

OOOMPH!

MOTH... OWW!

WHAT'S WRONG WITH YOU GUYS? YOU'RE SUPPOSED TO RUN AWAY *SCREAMING* AT THIS POINT!

AHH... *AMATEURS!*

THWIIP

SPLAAT

RANK AMATEURS!!

BACK OFF, YOU SECOND-RATE SPIDER-MAN!!

I'LL *BLOW* THIS JERK'S HEAD OFF!!

WHY NOT SHOOT *ME*?

I DON'T THINK YOU'VE GOT THE GUTS TO SHOOT EVEN A *SECOND-RATE* SPIDER-MAN!

NO ONE IS BEHIND ME. HE'S *GOT* TO SHOOT AT ME!

TOO *SCARED* TO SHOOT ME, SPARKY?

I AIN'T *SCARED* OF YOU, MAN, BUT YOU BETTER BACK OFF OR THIS GUY'S GONNA BE *REAL* DEAD.

HE'S GETTING READY TO SHOOT...

...ME?

YES!!

GOOD CHOICE!

THWIP

THWIIP

ZIIIP

SPLAAT

THW

ICK

YOU CAN'T TALK SO *BIG* NOW, CAN YOU?

THIS IS *MY* NEIGHBORHOOD... *NOT* YOURS! AND I DON'T *EVER* WANT TO SEE YOU IN IT AGAIN.

I BELIEVE YOU'LL FIND THESE "GENTLEMEN" IN POSSESSION OF SOME *ILLEGAL* FIREARMS AND MAYBE SOME *CONTROLLED SUBSTANCES*, OFFICERS.

THANKS! WE'VE BEEN TRYING TO GET SOMETHING ON THESE GUYS FOR A *LONG* TIME.

MY THINGS... MY BOOKS... HOW COULD THEY *DO* THIS TO ANYONE?

SO... DO YOU HAVE LIKE A *SPIDER SIGNAL*, OR WILL WE EVER EVEN SEE YOU AGAIN?

HERE. LET ME HELP.

YOU'RE WELCOME TO COME BY MY OFFICE. MAYBE I CAN HELP YOU FIND A JOB.

THANKS... *THANKS!* THAT WOULD BE GREAT.

I DON'T KNOW IF *YOU* WILL-- BUT *VENOM* WILL--!

THANKS AGAIN, SPIDEY II!

FOR BETTER OR WORSE, I'M BACK.

THAT WASN'T THE BEST PLAN OF ATTACK I COULD HAVE USED WITH DARRYL AND HIS CRONIES, BUT IT WORKED OUT OKAY.

I WAS *LUCKY.*

BUT MAYBE I *CAN* ESTABLISH MY OWN LIFE HERE AFTER ALL.

I'M ACTUALLY STARTING TO BELIEVE THAT I MIGHT HAVE MORE THAN JUST...

...*SECOND RATE* CHOICES!

END.

SUBJECT: JAMES KAPOZTAS, CEO OF AZ-TEK, ONE OF THE FASTEST GROWING AUTO-MOTIVE COMPANIES ON THE NEW YORK STOCK EXCHANGE.

A LIVING EMBODIMENT OF THE AMERICAN DREAM AT THE AGE OF 47. KAPOZTAS LITERALLY WORKED HIS WAY UP FROM NOTHING...

...THOUGH HE CUT A FEW CORNERS AND DEALS ALONG THE WAY!

LAST MONTH, A FAMILY OF FOUR WAS KILLED WHEN AN AZ-TEK-MANUFACTURED AIRBAG SYSTEM FAILED TO PROPERLY INFLATE.

JUST THE LATEST LITTLE MISHAP FOR THOSE DRIVING AZ-TEK VEHICLES.

THE REPORTS CALLED IT AN ACCIDENT. THE MATERIALS USED IN THE BAGS' MANUFACTURE WERE UP TO INDUSTRY STANDARDS--AMAZINGLY.

IT'S AMAZING HOW A LITTLE MONEY, IN THE RIGHT PLACES, CAN GUARANTEE SUCH HAPPY RESULTS

KAPOZTAS WAS CLEARED OF ANY AND ALL CHARGES, WITH HIS MEXICAN FACTORIES SHOULDERING THE BLAME.

EVER THE HUMANITARIAN, HE ISSUED A STERN WARNING TO THE REST OF HIS PRODUCTION PLANTS.

A MAN DOESN'T CLIMB THE CORPORATE LADDER SO SWIFTLY BY TAKING THE HIGH ROAD.

KAPOZTAS KNEW FULL WELL THE COST-CUTTING MEASURES BEING TAKEN BY HIS WORKERS. INDEED, HE ORDERED THEM.

AND TODAY...

...HE'S GOING TO REAP THE DIVIDENDS OF HIS GREED!

JAMES ARTHUR KAPOZTAS!!!

YOU HAVE BEEN FOUND GUILTY OF GROSS NEGLIGENCE...

...BY CARDIAC!

SKARRSH

GYAAAH!!

STAN LEE PRESENTS SPIDER-MAN IN...

A CONFLICT OF INTERESTS!

TOM BREVOORT & MIKE KANTEROVICH WRITERS

BOB McLEOD PENCILS
RANDY EMBERLIN INKS
DAVID SHARPE LETTERS
JOHN KALISZ COLORS
DANNY FINGEROTH EDITOR
TOM DEFALCO GUILTY BY ASSOCIATION

NOTE: THIS STORY TAKES PLACE BETWEEN SPEC. SPIDER-MAN #218 AND AMAZING SPIDER-MAN #396.

WH-WHAT DO YOU *WANT?*

G-GET OUT OF HERE NOW, OR I'LL CALL *SECURITY!*

THERE CAN *BE* NO "*SECURITY*," KAPOZTAS...

...SO LONG AS *YOUR* KIND CATERS TO THE *WELL BEING* OF THE *AVERAGE MOTORIST!*

A CITATION FOR *PUBLIC SERVICE*. HOW CHILLINGLY *IRONIC!*

THOSE WERE *HUMAN BEINGS* WHO DIED IN YOUR CARS -- WHOSE LIVES ENDED BECAUSE YOU WERE TOO *STINGY* TO GUARANTEE THEM SAFE PASSAGE ALONG AMERICA'S HIGHWAYS...

ZZRAKT

...TOO BUSY *PADDING* YOUR GROTESQUELY SWOLLEN *PROFIT MARGINS* TO PONDER THE FATE OF LITTLE *SALLY* OR *BILLY* OR *JOHN!*

WELL, I'M THE *ONE* THING ALL THE DIRTY MONEY IN THE *WORLD* CAN'T BUY!

SHRAKKT

KEEP THAT IN *MIND*...

...AS I SEND YOU ON A LITTLE JOURNEY OF YOUR *OWN!*

KLK

YOU SOUNDED THE SILENT ALARM, MR. KAPO--

HOLY--!

BACK AWAY FROM HIM, PAL, OR WE'LL--

NGHH!

SHRAKKT

YOU'LL WHAT?

SHELTER YOUR EMPLOYER FROM THE JUSTICE SO RICHLY DESERVES?

I DON'T THINK SO!

SINCE, IN A SMALL WAY, YOU MERCENARIES HAVE PROFITED FROM THIS MAGGOT'S CRIMINAL ACTIVITIES...

...YOU ARE CULPABLE BY ASSOCIATION, AND DESERVE WHATEVER BRUISES YOU GET!

STILL, AS YOUR OFFENSE WAS AN UNKNOWING ONE...

K-POW

...I AM INCLINED TO BE *LENIENT!*

THROKK

SECURITY FORCE

THE USE OF *LETHAL* FORCE IS *UNWARRANTED* IN YOUR CASE...

BUT YOUR EMPLOYER IS *ANOTHER* MATTER *ENTIRELY!*

KRAKK

GOING SOMEWHERE, KAPOZTAS?

THERE'S NOWHERE YOU CAN RUN THAT I WON'T *FOLLOW!*

THE ONLY ROAD LEFT *OPEN* TO YOU IS THE ONE PAVED WITH *GOOD INTENTIONS!*

NGH!

SHRAKKT

UPON ARRIVAL, YOU CAN REGRET YOUR ACTIONS...

...*DEEPLY.*

P-PLEASE!

I HAVE A *WIFE!* A *FAMILY!*

I--!

HOW MANY TIMES DO I HAVE TO *EXPLAIN* IT TO YA, CARDIE...

...IT'S NOT *POLITE* TO *POINT!*

SHOOT

SPIDER-MAN!

THROKK

UNGH!

GIVE THE MAN A *CIGAR!*

GOOD THING I WAS IN THE 'HOOD, CHECKING OUT REPORTS OF A BIG METAL *BIRD*, HUH?

SHR

AKK

FIGURED IT EITHER HADDA BE *YOU*...

...OR THE LOCAL *PIGEON* POPULATION WAS HOLDING ITS ANNUAL *DEBUTANTE BALL!*

SHOULD'VE GIVEN ME A *CALL*, CARDIAC!

YOU KNOW HOW *TESTY* I CAN BE WHEN I'M LEFT OUT OF A PERFECTLY GOOD *VENDETTA!*

THIS IS NONE OF YOUR *CONCERN*, WALL-CRAWLER!

KAPOZTAS IS RESPONSIBLE FOR THE *DEATHS* OF *INNOCENT PEOPLE!*

I WILL NOT *REST* UNTIL HE'S *PAID* FOR HIS *CRIME!*

SHRAKKT

THEN YOU'RE IN FOR A LOT OF *SLEEPLESS NIGHTS*, PAL!

'CAUSE THE WAY I REMEMBER HEARING IT...

...IN *THIS* COUNTRY, A MAN'S CONSIDERED *INNOCENT* UNTIL PROVEN *GUILTY!*

GOT TO...GET AWAY!

LET *THEM*... FIGHT IT OUT--

NGHH!

NO! MY *CH-CHEST!*

SOMEBODY... ...C-CALL A...

...DOCTOR!

WHY DO YOU SEEK TO STAY MY HAND, SPIDER-MAN? WE SHOULD BE *ALLIES!*

OH, I DON'T KNOW, CARDIE!

MAYBE IT'S BECAUSE I'M SICK OF EVERY TWO-BIT *BULLY* WITH AN *AX* TO GRIND...

KRAK!

FWA VAAASH

...PASSING HIMSELF OFF AS A "*HERO!*"

BLAST YOU, WEB-SLINGER!

HE'S RUINED EVERYTHING. POLICE OFFICERS--WHO I DON'T WANT TO HURT-- ARE ARRIVING.

NO REASON FOR *ME* TO STICK AROUND.

THE *SHOCK* FROM THE *ENERGY DISCHARGE* SHOULD KEEP THE WALL-CRAWLER OFF MY BACK UNTIL I'VE *GONE!*

I CAN ALWAYS RETURN LATER TO *FINISH* WHAT I'VE BEGUN!

CARDIAC'S GONE. BUT I CAN'T WORRY ABOUT THAT NOW...

...BUT IT'S MORE IMPORTANT TO CHECK ON HIS INTENDED *VICTIM!*

GUY LOOKED PRETTY *SHAKY* WHEN HE BOLTED!

OH, JEEZ!

I THINK HE'S HAVING A *HEART ATTACK!*

HEY, *YOU!* *MISS!*

WHA--?

THWIPP

CALL THE *PARAMEDICS*, YOUR BOSS NEEDS *HELP!*

THIS LOOKS *BAD!* BETTER START GIVING HIM *CPR!*

LUCKY FOR HIM I TOOK *CLASSES*... IN CASE AUNT MAY-- NO, CAN'T THINK ABOUT THAT NOW! *

HANG *IN* THERE, FELLA!

YOU'D BETTER HOPE I DON'T *BLOW* THIS ONE, CARDIAC...

* SEE THE MONTHLY SPIDER-TITLES FOR DETAILS ON AUNT MAY'S CONDITION.--DANNY

"..."CAUSE IF I *DO*, THERE WON'T BE A ROCK IN THIS CITY *BIG* ENOUGH FOR YOU TO *HIDE* UNDER!"

DESPITE THE WEB-SLINGER'S MISGUIDED EFFORTS, JUSTICE HAS *NOT* BEEN DENIED!

NEVER DENIED!

KAPOZTAS HAS TAKEN LIVES, AND SHALL *PAY* FOR HIS TRANSGRESSIONS! OF *THAT* THERE CAN BE NO *DOUBT!*

FOR *NOW*, THOUGH, I MUST *SHED* THE DARK GUISE OF *CARDIAC*...

...AND RETURN TO MY DUTIES AS SURGEON *ELI WIRTHAM!*

HERE, AT *MERCY GENERAL*, I CAN GET BACK TO THE BUSINESS OF *SAVING* LIVES--IN *ITSELF* ITS OWN REWARD!

BUT I CAN NEVER FORGET THAT IT WASN'T *ALWAYS* THIS WAY!

MUST NEVER FORGET THAT IT WASN'T ALWAYS *ENOUGH!*

"THEY SAY MONEY IS THE ROOT OF ALL EVIL!

"THEY KNOW WHEREOF THEY SPEAK! I WAS THERE ONCE...

"...OFFERING MY SURGICAL SKILLS ONLY TO THOSE WHO COULD PAY MY EXORBITANT PRICE!

WHAT PROFITETH A MAN, IF HE LOSE HIS OWN SOUL...

"...OR THE LIFE OF HIS ONLY BROTHER?

"IT TOOK JOSH'S DEATH TO MAKE ME SEE THE LIGHT...

"...A DEATH THAT COULD HAVE BEEN PREVENTED, HAD THE CURE TO HIS DISEASE NOT BEEN DEEMED 'ECONOMICALLY UNFEASIBLE!'

"AS ALWAYS, PROFIT TOOK PRECEDENCE OVER HUMAN NEED!

"BUT I VOWED TO CHANGE ALL THAT, USING ANY MEANS NECESSARY!

"I SPARED NO EXPENSE, LITERALLY REBUILDING MYSELF INSIDE AND OUT

"...LACING MY SKIN WITH A VIBRANIUM PSEUDO-NERVE NETWORK, AND REPLACING MY HEART...

"...SUCH AS IT WAS!

"...WITH A COMPACT BETA-PARTICLE GENERATOR!

"TRUTH BE TOLD, I'VE NEVER MUCH MISSED IT!"

I'LL RETURN FOR KAPOZTAS IN A FEW DAYS, ONCE THE HEAT HAS DIED DOWN!

NO ADMITTANCE

BUT FOR NOW...

HEY, YOU!

IS THERE A *DOCTOR* IN THE HOUSE?

GENCY

DIAL 911

AMBUL

SPIDER-MAN? HERE?

COULD HE HAVE *FOLLOWED* ME SOMEHOW... LEARNED THE *SECRET* OF MY *DOUBLE LIFE*?

NO.

HE DOESN'T *RECOGNIZE* ME!

DOCTOR WIRTHAM!

YOU'D BETTER TAKE A *LOOK* AT THIS!

THIS... THIS MAN IS--

HE'S EXPERIENCING SEVERE *PULMONARY DISTRESS!*

IT'S *KAPOZTAS!*

THE MAN WHO, MERE *MOMENTS* AGO...

...I TRIED TO *KILL!*

WE NEED TO GET HIM INTO THE O.R. *FAST!* YOU'D BETTER *SCRUB UP*, DOCTOR!

WHAT AM I SUPPOSED TO DO *NOW?*

WHAT *CAN* I DO?

CARDIAC ADHERES TO *HAMMURABI'S LAW...*

...BUT *ELI WIRTHAM* IS SWORN TO THE *HIPPOCRATIC OATH!*

HOW CAN I BE EXPECTED TO SAVE A MAN'S *LIFE...*

...WHEN *JUSTICE* DEMANDS THAT I TAKE IT *AWAY?!*

HOPE THIS WIRTHAM GUY KNOWS WHAT HE'S *DOING!*

KAPOZTAS' LIFE IS, QUITE LITERALLY, IN MY *HANDS!*

IT WOULD BE SO EASY...

...*SO* EASY...

...TO LET THE KNIFE *SLIP*, JUST A FRACTION...

...AND WHO WOULD *KNOW...?*

WHO WOULD *EVER* KNOW...?

ARE YOU *ALL RIGHT*, DOCTOR?

QUIET, NURSE! DON'T BREAK MY *CONCENTRATION!*

I TOOK A SACRED VOW TO PRESERVE *ALL* LIFE...

BUT, AS CARDIAC, I *VIOLATE* THAT OATH EVERY TIME I DON MY MASK!

WHAT MUST I DO? *CURE* OR *KILL?*

WHAT MUST I DO?

I DID EVERYTHING I COULD.

WITH LUCK...

...THE CHAIRMAN'S CHANCES FOR A FULL RECOVERY ARE EXCELLENT!

CONGRATULATIONS, DOCTOR!

NICE WORK, ELI!

YOU'LL EXCUSE ME IF I DON'T STICK AROUND FOR THE BELLS AND WHISTLES, DOC..

...BUT NOW THAT YOUR PATIENT IS OUT OF DANGER...

...I'VE GOT TO TRACK DOWN THE NUTBALL WHO PUT HIM THERE IN THE FIRST PLACE!

THE OPERATION WAS A SUCCESS...

...UNFORTUNATELY!

WHY, WHEN SO MANY OTHERS MORE DESERVING OF A SECOND CHANCE AT LIFE PERISH...

...DID HE HAVE TO SURVIVE?

I COULD STILL KILL HIM...

...BUT THAT EXERCISE SEEMS SO POINTLESS NOW!

WHA--?

THWIPP

GOTCHA!

SKREEEE-KAAK

HAD A *FEELING* YOU'D SHOW YOUR FACE AROUND HERE SOONER OR LATER, LAUGHING BOY!

JUST CAN'T WAIT TO *FINISH* WHAT YOU STARTED *CAN* YOU?

WELL, I HATE TO BE THE BEARER OF *BAD NEWS*...

...BUT YOU'D BETTER START THINKING OF *KAPOZTAS*...

...AS THE ONE THAT GOT *AWAY!*

KRAKK!

UNGH!

WHOOOUF!

THINGS AREN'T AS *SIMPLE* AS YOU'D *LIKE* THEM TO BE, SPIDER-MAN!

IT'S *EASY* TO ABSOLVE KAPOZTAS WHEN YOU HAVE NO *STAKE* IN HIS MISDEEDS!

BUT WHAT IF ONE OF THE LIVES THAT *MAGGOT* HAD TAKEN BELONGED TO YOUR *BROTHER*, OR YOUR *FATHER*...

...OR YOUR *WIFE*?

TELL ME, WALL-CRAWLER, COULD YOU *STILL* BE SO *FORGIVING*?

EVERY LIFE IS WORTH *SOMETHING*, CARDIAC!

AND KILLING EVEN SLIME LIKE KAPOZTAS CAN *NEVER* BE JUSTIFIED! NOT TO *ME*!

"NO MAN SHOULD *EVER* DIE BEFORE HIS TIME."

BEEP! BEEP! BEEP! BEEP! BE--

EEEEEEEEEE!

EEOOEEOOEEOOEEOOEEOOEE

HIS *HEART'S* STOPPED!

FIBRILLATORS, ON MY MARK!

THANK YOU, SPIDER-MAN!

YOUR LIBERALISTIC *NAIVETE'* HAS HELPED MAKE A TOUGH DECISION THAT MUCH EASIER!

FWA VOOM

KAPOZTAS MUST *PAY* FOR HIS CRIMES...

...AND TO *PERDITION* WITH THE STAIN UPON MY *SOUL!*

YOU CAN PUT AWAY YOUR *EQUIPMENT.*

NO!

WE'VE *LOST* HIM.

HEY, WHERE DO YOU THINK *YOU'RE* GOING BRIGHT-EYES?

THERE NO LONGER REMAINS A REASON FOR US TO BE AT *ODDS,* SPIDER-MAN!

JAMES ARTHUR KAPOZTAS HAS ANSWERED TO A POWER FAR *GREATER* THAN MY OWN!

THIS DOESN'T LET YOU OFF THE *HOOK* CARDIAC!

YOU MAY NOT HAVE DEALT THE *KILLING BLOW,* BUT KAPOZTAS' *BLOOD* IS ON YOUR *HANDS!*

I FAILED!

YOU DID YOUR YOUR *BEST*, WALL-CRAWLER. WE *ALL* DID.

AND, IN THE END, THAT'S ALL *ANY* OF US CAN DO.

I'LL... INFORM HIS NEXT-OF-KIN.

YOU *DO* THAT, LADY...

...AND YOU TELL THEM THAT THE MAN *RESPONSIBLE* FOR HIS DEATH WILL SOME-DAY *ANSWER* FOR WHAT HE'S DONE!

ALL A MAN CAN BE EXPECTED TO DO IS HIS *BEST*.

BUT DID I *REALLY* DO MY BEST TO SAVE KAPOZTAS...

...OR DID I SOMEHOW SUBCONSCIOUSLY *HOLD BACK*?

AND, IF I *DID*...

...HOW IS *ELI WIRTHAM* ANY BETTER THAN THE *HYPOCRITES* CARDIAC IS SWORN TO *DESTROY*?

END.

OH, MY DARLING JANE, YOU SHOULD KNOW BETTER THAN TO THROW BOOMERANG OUT OF YOUR LIFE.

I ALWAYS COME BACK!

"...CAN TELL FROM THE VARIOUS REPORTS EMERGING FROM THE POLICE, BOOMERANG ENTERED THE BANK SHORTLY BEFORE CLOSING, IN AN ATTEMPT TO REKINDLE HIS RELATIONSHIP WITH EX-GIRLFRIEND AND BANK TELLER, JANE LEONARD...

"MS. LEONARD TRIGGERED THE BANK'S SILENT ALARM BUT, ACCORDING TO EYEWITNESSES, BOOMERANG'S UNORTHODOX BEHAVIOR BEGAN LONG BEFORE THE POLICE ARRIVED. WHICH BEGETS THE QUESTION, 'WHAT EXACTLY DID MS. LEONARD SAY TO HIM?'

"I BELIEVE, VIEWERS, WE ARE WITNESSING THE REACTIONS OF A LOVER SPURNED."

STAN LEE presents SPIDER-MAN in:

TO PROTECT AND SERVE

STEVE VRATTOS
WRITER

PHIL GOSIER
PENCILER

KEITH WILLIAMS
INKER

JEFREY POWELL
LETTERER

PAUL BECTON
COLORIST

DANNY FINGEROTH
EDITOR

TOM DeFALCO
EDITOR-IN-CHIEF

THIS STORY TAKES PLACE BEFORE *AMAZING SPIDER-MAN* #388.--DANNY

ROGER RYAN: LIVE FROM DOWNTOWN MANHATTAN

POLICE HAVE ALSO CONFIRMED THAT MS. LEONARD AND OTHER EMPLOYEES HAVE BEEN SEALED WITHIN THE BANK'S VAULT BY THE VILLAIN.

THAT DOESN'T SOUND LIKE CASABLANCA TO ME, PETER.

THAT MAY BE THE SAFEST PLACE FOR ANY-ONE RIGHT NOW AS BOO-MERANG CONTINUES TO HURL HIS **EXPLOSIVE BOOMERANG DEVICES** WITH NO PARTICULAR RHYME OR REASON.

I HOPE YOU DIDN'T GET *DIE HARD* AGAIN.

IT'S NOT EXACTLY THE MOST ROMANTIC WAY TO SPEND AN EVENING WITH YOUR WIFE.

T&MJ

YOU WOULD THINK THAT SEEING A MOVIE TWENTY-SEVEN TIMES WOULD BE...

PETER?

...STARTLING DEVELOP-MENT. **SPIDER-MAN** HAS JUST ARRIVED ON THE SCENE.

GGGRRR! PETER PARKER, YOU'RE *IMPOSSIBLE!*

Hmph! "LET'S RENT CASABLANCA TONIGHT, MJ," HE SAYS TO ME.

"THE WORLD CAN GET BY WITHOUT SPIDER-MAN FOR ONE EVENING," HE SAYS TO ME. "BESIDES, YOU DESERVE IT FOR BEING SO UNDERSTANDING."

Hah! I GUESS AERIAL MANEUVERS WITH SOME REJECT FROM THE CASTING CALL OF CROCODILE DUNDEE ARE MORE IMPORTANT THAN KEEPING PROMISES MADE TO YOUR WIFE!

I HOPE YOU BLOW YOUR DANG FOOL HEAD...Oh!

PETER, PLEASE BE CAREFUL!

NO, I WON'T DO IT! I WON'T WORRY MYSELF SILLY OVER HIM!

GO AHEAD. DODGE PUMPKIN BOMBS. SPIN WEBS WITH VENOM. SEE IF I CARE!

"NEVER KNOWING"

The Life of a New York City Cop

NOW MAGAZINE

August 1994

I CAN SIT HERE AND IGNORE YOU JUST AS WELL AS YOU IGNORE ME.

BOOMERANG SEEMS TO BE GIVING THE WALL-CRAWLER A RUN FOR HIS MONEY. SOMETHING TO BE SAID ABOUT LOVE CONQUERING ALL.

...I would get so angry with him. Oh yeah, the first few times he abruptly took off, I understood. But then it was another dinner date, another anniversary, another movie seen alone, over and over.

...MAKES ONE WONDER WHY A MAN LIKE SPIDER-MAN WOULD RISK HIS LIFE...

...stopped to think, I realized. That missed dinner date was my husband talking someone off the ledge of a building, the anniversary was a caught rapist, the movie I saw alone was the birth of a child under the George M. Cohan statue in Times Square...

...how could I be so selfish? The rest of the city spent more time with him, but I'm the one he came home to...

...I was the one constant in his life, the only one he could rely on, talk to, confide in, complain to, lean on...

Even when his day was too hard to talk about, I was the one he chose to ignore...

It's funny. The thing that annoyed me most, his always running out at a moment's notice to play hero, was the direct result of the trait that endeared him most to me, his almost superhuman selflessness...

To him, caring was not something to be hoarded and shared with a few select people. Even the lives of the criminals that tried to kill him were too precious to unduly harm...

...he'd always return, tired, beaten, wanting to say, 'No more,' but I was there to restore him...

KERRASH!!

...I was his inner strength. He needed me. I needed him. I was more than just his wife. I was his soul, until that night he didn't come home...

PETER!

Oh PLEASE, NO! C'MON, PETER, STUMBLE OUT OF THE WRECKAGE LIKE YOU USUALLY DO. C'MON, NOT THIS TIME -- PLEASE DON'T LET IT BE THIS TIME.

PLEASE.

Thank you.

I LOVE YOU, PETER PARKER.

I LOVE YOU TOO, MJ.

PETER--!

...When you live the life of a hero's wife, you must always expect that your husband won't be returning home from work. So you cherish every kiss, every smile, every argument, every moment, because it just might be the last you share...

THE END.

MARVEL COMICS

THE AMAZING SPIDER-MAN®

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395
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RAGE PART 1 OF 4

BACK FROM THE DEAD

THE PUMA™ RETURNS--- MORE VICIOUS AND BRUTAL THAN EVER!

BAGLEY & MAHLSTEDT

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

...IT'S ALL HERE?

EVERY CENT.

THANK YOU, MANNY--

--YOU NEVER LET ME DOWN.

WOULDN'T THINK OF IT, MISTER WHITE.

OF COURSE YOU WOULDN'T.

YOU JUST KEEP WORKING YOUR TERRITORY AS WELL AS YOU'VE BEEN-- AND YOUR CUT OF THE BUSINESS IS GOING TO GROW AND GROW.

SOUNDS GOOD T'ME, MISTER WHITE.

YOU HAVE MY NUMBER IN PRINCETON?

uh-huh.

I WANT YOU TO CALL ME ON THURSDAY AFTER THE SHIPMENT COMES IN FROM--

GRROWLWRP

WHAT THE %@$#*!! WAS THAT?

CLIFFORD WHITE, THIRTY-ONE YEARS OLD, DEVOTED HUSBAND, FATHER, AND DRUGLORD-- RACES FOR THE DOOR...

...HE CAN'T SAY WHY.

LOUD NOISES ARE, AFTER ALL, COMMON-PLACE IN MANHATTAN-- EVEN AT THREE A.M.

CARS BACKFIRE, TRUCKS RUMBLE, DRUNKS BELLOW, WOMEN SCREAM.

BUT THIS SOUND FREEZES WHITE'S BLOOD. SCARES HIM-- TO THE BOTTOM OF HIS SOUL.

GRRRRRR

AND WITH GOOD REASON.

RRRAUUURRRR

...B-BOYS...

BOYS--

I... ah... NEED A LITTLE HELP HERE.

MANNY--?

OH, MY GOD--!

KRAK

DON'T LET IT KILL ME!

PLEASE--

--DON'T LET IT KILL ME!

PUMA--

--NO!

RELIEF FLOODS HIM-- BUT THE SENSATION IS SHORT-LIVED...

...HIS ALL-TOO ILLUSORY SELF-IMAGE.

WAVES OF NAKED EMOTION WASH OVER HIM. PAIN AND DESPERATION. HEARTBREAK AND FEAR. ALL FUNNELED THROUGH THIS WOMAN...

...POURED, LIKE BOILING OIL, INTO EVERY CORNER OF HIS PSYCHE.

...BECAUSE THIS WOMAN'S EYES PIN WHITE TO THE WALL AS SURELY AS THE CAT'S CLAWS; BORE INTO THE DEPTHS OF HIS SOUL. PIERCE HIS COMFORTABLE LIES...

AND HE KNOWS-- AS HE SCREAMS HIS THROAT RAW-- THAT WHAT HE'S FEELING IS THE PAIN HE'S CAUSED...

...THE SUFFERING AND ANGUISH OF EVERY ADDICTED WRETCH WHOSE LIFE HE'S HELPED DESTROY.

AND HE WISHES, WITH ALL HIS HEART...

...THAT THE CAT HAD KILLED HIM, AFTER ALL.

I always thought that, when you came back to the house you grew up in, it was supposed to seem smaller.

So how come I'M the one who feels small?

How come I feel dwarfed by everything around me? Dwarfed...

...and lonely...

...and so very afraid.

BACK FROM THE EDGE • PART ONE:

OUTCASTS!

J. M. DeMATTEIS WRITER • MARK BAGLEY PENCILER • LARRY MAHLSTEDT INKER • BILL OAKLEY LETTERER • BOB SHAREN COLORIST • DANNY FINGEROTH EDITOR • TOM DeFALCO ED. IN CHIEF

Why am I here, anyway? What do I think I'm going to find crawling through the shadows of AUNT MAY'S house?

Certainly not her. She's a few blocks from here, in Forest Hills Hospital... dying. And this house is empty of everything...

...except the ghosts of the past.

MY past.

NO--this ISN'T my past. It's HIS. PETER PARKER'S.

The truth of the matter is... after my ordeal at Ravencroft...*

...I don't know WHO I am: a mask or a Face. A Spider...

And as far as I'm concerned, Parker is dead. Dead and buried.

I'm just the mask now. Just-- the SPIDER.

Or am I?

*IN LAST MONTH'S "POWER AND RESPONSIBILITY" CROSSOVER.-- DANNY

...or a man.

Maybe THAT'S why I'm here.

I can't deal with Parker's life, Parker's world as it is today. But here... I can at least remember his yesterdays.

As hard as it was for me, growing up without parents-- there were a lot of wonderful times in this house with Aunt May and Uncle Ben.

I was loved here. Protected.

I WAS HAPPY.

IDIOT!

NO point in trying to hold on to ghosts-- they'll only slip through your fingers.

The past is dead.

As dead as Uncle Ben.

And Aunt May...?

NO. I can't... I WON'T... even think about that!

Let PARKER worry himself sick. Let Parker weep. Let him MOURN.

I'm the mask. I'm the SPIDER.

I don't know if that's what I want...

...but it's what I NEED.

HOME.

IT'S NOT A WORD MARY JANE WATSON-PARKER WAS EVER VERY COMFORTABLE WITH.

FOR SOME PEOPLE, THE PLACE THEY GREW UP IN HOLDS WARM MEMORIES: MOMENTS TO BE HIDDEN IN THE SECRET CORNERS OF THE HEART AND TREASURED, PROTECTED, THROUGHOUT THE YEARS.

BUT MARY JANE RAN AWAY FROM HOME, FAMILY, AND MEMORIES COLD AS ICE A LONG TIME AGO.

SO WHY, SHE WONDERS, STANDING -- FAR TOO LONG -- OUTSIDE THE DOOR OF HER SISTER'S HOUSE, HAVE I COME BACK TO PITTSBURGH?

WHY NOT TURN AND RUN; GET ON THE NEXT PLANE TO NEW YORK AND--

BUT IT'S TOO LATE. HER HAND HAS KNOCKED, ALMOST WITHOUT HER REALIZING IT. AND THE DOOR HAS BEEN OPENED...

...ON THE PAST.

MARY JANE--?

I WAS... IN THE NEIGHBORHOOD AND I THOUGHT--

THAT IS... I, um... ah...

Y'THINK MAYBE I CAN COME IN?

WELCOME HOME.

HOME TO THESE TWO IS THE NIGHT.

BOTH WERE ONCE HUMAN. BOTH HAD FAMILIES, JOBS, LIVES OF RICH-NESS AND COMPLEXITY.

NOW, NOCTURNE AND PUMA MOVE THROUGH SHADOWS, OVER ROOFTOPS, LIVE IN ABANDONED BUILDINGS AND COLLAPSED TUNNELS.

BUT AT LEAST THEY HAVE EACH OTHER... MOVING TOGETHER IN A GRACEFUL DANCE; THE BEAST ALWAYS AT THE READY, WAITING TO RESPOND TO HIS MISTRESS'S EVERY COMMAND.

THE MISTRESS ALWAYS THERE WITH A SOFT LOOK OR COM-FORTING TOUCH, TO EASE THE MONSTER'S PAIN.

BUT TONIGHT THEIR FOCUS ISN'T ON EACH OTHER--BUT ON A TORMENTED SOUL WHOSE PSYCHIC CRY HAS BEEN CALLING TO NOCTURNE FOR WEEKS NOW.

A CRY THAT HAS, AT LONG LAST...

...GROWN TOO LOUD TO IGNORE.

IT'S--

--TIME!

SPEECH COMES HARD FOR NOCTURNE--AND THE HUGE EFFORT RARELY SEEMS JUSTIFIED.

HER COMMON MODE OF COMMUNICATION IS FAR EASIER... AND FAR MORE DIRECT.

FOR NOCTURNE CAN CHANNEL EMOTION--THE RAW CLAY OF THE PSYCHE--"SPEAKING" IN A LANGUAGE MORE ELOQUENT THAN WORDS.

IN THE WEEKS AFTER SHE WAS TRANSFORMED FROM POLICE DETECTIVE ANGELA CAIRN INTO THIS LEATHER-WINGED NIGHT-CREATURE, THE PSYCHIC WINDS BLEW HARD...

...NEARLY OVER-WHELMING HER.

BUT, WITH TIME, WITH PRACTICE, SHE HAS BEEN ABLE TO MASTER THIS NEW WAY OF HEAR-ING. OF BEING.

AND WHAT SHE CHANNELS, SHE RECEIVES: CATCHING JOY AND SUFFERING, ANGER AND ELATION, AS EASILY AS WE WOULD CATCH THE SCENT OF SUMMER GRASS.

SO SHE LISTENS--AND SAILS ABOVE THE RAIN-WASHED MANHATTAN STREETS... THEN ACROSS THE WATER INTO QUEENS.

HE'S HERE.

SHE CAN FEEL HIS TORMENTED SOUL RADIATING THROUGH THE WALLS OF THIS OLD BUILDING...

...WITH AN INTENSITY SO GREAT SHE ALMOST TURNS AND RUNS.

THE CAT, SENSING HER ALARM, GROWS TENSE, GROWLING SOFTLY, SNIFFING THE AIR. AND THE SCENT OF THE MAN BELOW MAKES PUMA SUDDENLY HUNGRY...

...RAVENOUSLY HUNGRY...

...FOR BLOOD.

Can't keep away, can I?

I run and run and run, trying to put as much distance between myself and Parker as I can...

...and end up chasing more ghosts.

MIDTOWN HIGH.

I remember my first day of classes like it was yesterday. I felt so grown-up! I couldn't believe I was actually in High School!

The Seniors seemed so old. And I felt like a gawky little nerd.

I think I was here for two months before another kid even TALKED to me.

But YOU always talked to me, didn't you?

Good ol' PRINCIPAL DAVIS. "I've got my eye on you, Parker," he used to say. "You've got brains. You've got a Future."

I sure did. But it wasn't quite the Future you imagined.

In a lot of ways, I was as trapped between two worlds THEN as I am NOW.

I can't believe I was only sixteen when that spider bit me... and changed my life Forever--!

I may have been Peter Parker, Boy Dweeb, to all of THEM... especially that butthead FLASH THOMPSON...

...but when I slipped on my mask and webbed my way across the city...

...I left all of you behind.

Well, maybe not ALL OF you.

Liz Allen. There was a time when I was crazy about her--and I thought she HATED me. Didn't find out till graduation that she'd had a crush on ME all along.

Between the razzing I took for being "Puny Parker"... the unrequited loves... Aunt May's illnesses ... the trouble I got into as Spider-Man...

...it's amazing I ever made it through my teenage years intact.

But I'll say THIS for you, kid: For all your problems, all your adolescent angst, you really STRUGGLED to make a life for yourself...

...to have Friends, take care of your Family, get your career at THE BUGLE in gear.

Being Peter Parker MEANT something to you, didn't it? Even when you put on the mask, you didn't become something OTHER... some carefully-constructed Spider-Thing.

You were just Peter... doing your best to get by.

What would you do, kid, if you knew what I know now? If you could look into the Future and see how it would all turn out?

Despite all your struggles, it didn't work. You're still the nerd walking in the back of the hall, all alone. Still on the outside.

Only thing is--it's a lot COLDER out here than you could ever--

GRROWRRR

--IMAGINE--?!

To give in to some stupid, useless Feelings of NOSTALGIA?

To let my guard down and become VULNERABLE?

Haven't I learned by now that the second I DO that...

Why the devil did I COME here?!

...THE DEVILS COME SWARMING OUT OF THE SHADOWS?!

PUMA!

Another one I watched die: brought down in a hail of bullets.*

ROWRR

* IN SPECTACULAR SPIDER-MAN #193. --DANNY

SHRAK

And yet here he is, back from the grave --like ALL his miserable kind.

THE GOOD ONES... THE DECENT ONES... THEY STAY DEAD--

--BUT THE ANIMALS LIKE YOU--

KEEP COMING

BACK!

KRAKOOM!

IT WILL TAKE MORE THAN THIS RAIN OF BLOWS TO STOP THE CAT.

HE HUNKERS THERE, SNARLING, EYES BURNING WITH HATE. THE VERY SIGHT OF THIS SPIDER-THING IS DISTURBING TO HIM --REMINDING PUMA OF A LIFE HE'D RATHER FORGET, REPRESS, DENY.

HE WANTS THE SPIDER DEAD...

GRRRR

...AND THE PAINFUL MEMORIES DEAD WITH HIM.

COME ON, ANIMAL--GIVE IT YOUR BEST--

--SHOT?!

THEY STOP, SPIDER AND CAT TOGETHER --HALTED, NOT BY WORDS OR ACTIONS...

...BUT BY A POWERFUL PRESENCE--!

ANGELA CAIRN--?

NOT... CAIRN.

NOCTURNE.

COME.

OH, RIGHT-- YOU WANNA BE MY FRIEND?

LADY, I CAN'T EVEN TRUST THE PEOPLE CLOSEST TO ME. WHAT MAKES YOU THINK I'D EVER TRUST YOU?

ESPECIALLY WHEN YOU'RE HANGING AROUND WITH A LUNATIC LIKE PUMA!

COME!

I HAVE BEEN ...LISTENING TO YOUR PAIN, SPIDER-MAN.

SOMETHING HAS BROKEN... YOUR SPIRIT.

POISONED IT.

YOU HELPED ME... WHEN ZEMO'S MACHINE... *MUTATED* ME.* NOW I--

--WANT TO HELP YOU.

MY PAIN IS MY BUSINESS. I DON'T WANT YOUR HELP--OR ANY-BODY ELSE'S.

THE ONLY REASON I CAME UP HERE TO INWOOD PARK WITH YOU--IS TO *WARN* YOU ABOUT PUMA.

*SPECTACULAR SPIDER-MAN ANNUAL #13.-- Danny

DON'T YOU REALIZE THAT *THOMAS FIREHEART'S A MURDERER?*

IF I HADN'T STOPPED HIM A FEW MONTHS BACK, HE WOULD HAVE *ASSASSINATED* SENATOR MAGUIRE!

ISN'T IT OBVIOUS...THAT FIREHEART...IS AS DEAD AS ANGELA CAIRN? AS DEAD... AS THE MAN... BEHIND YOUR MASK?

YOU DIDN'T COME... TO WARN ME. YOU CAME... BECAUSE YOU ARE LOST... AND FRIGHTENED... AND SO VERY TIRED...

...OF BEING ALONE.

SPARE ME THE PSYCHO-BABBLE! YOU DON'T KNOW ME! YOU DON'T KNOW THE FIRST THING *ABOUT* ME!

THE EFFORT TO SPEAK... IS EXHAUSTING ME. I HAVE HAD ENOUGH OF WORDS.

ROWRR

THEY BREED DECEIT... AND SUSPICION.

FEAR--

--AND LIES!

HER HAND IS HOT... EVEN THROUGH HIS MASK.

HE'S BURNING.

NOT A BURNING OF FLESH, BUT OF MIND. NOCTURNE'S CONSCIOUSNESS RADIATES INTO HIM...

...AND THE PAST --HER PAST-- COMES ALIVE!

HE SEES THROUGH HER EYES; FEELS THROUGH HER HEART. AND WHAT HE FEELS MOST OF ALL -- IS LONELINESS.

A PART OF ANGELA CAIRN MAY HAVE REJOICED AT HER TRANSFORMATION INTO THIS NIGHT-SONG... THIS NOCTURNE... BUT SHE WASN'T PREPARED FOR THE PROFOUND ALONENESS THAT ATE AT HER.

THAT'S WHY, WHEN SHE FOUND THE CAT SLEEPING THERE IN THE ALLEY, SHE REJOICED. FOR SHE KNEW, INTUITIVELY...

...THAT SHE'D FOUND A KINDRED SPIRIT. A COMPANION.

HE'D BEEN SHOT RECENTLY... BADLY WOUNDED. THERE WAS INFECTION... FEVER... BUT SOMEHOW HIS BODY HAD SURVIVED.

SHE TOOK SOME COMFORT IN HER ROLE AS PROTECTOR OF LOST SOULS LIKE HERSELF: OUTCASTS AND UNTOUCHABLES; THE SHUNNED, THE ABUSED, THE REJECTED.

BUT HER LONELINESS REMAINED.

AS SHE REACHED OUT--TAKING THOMAS FIREHEART'S PAIN INTO HERSELF AND ACCELERATING HIS HEALING--SHE SAW THAT THE MAN HE'D ONCE BEEN WAS BURIED, DEEP IN THE PUMA'S CONSCIOUSNESS, AND NO EFFORT ON HER PART COULD DRAW HIM OUT.

BUT THE CAT WAS GRATEFUL FOR HER HELP; AND, WITH A STUBBORN LOYALTY AND A STUBBORN PRIDE, HE FOLLOWED HER THAT NIGHT...

...AND EVERY NIGHT THEREAFTER.

WOW. Y'THINK YOU COULD WARN ME THE NEXT TIME YOU DO THAT?

LOOK, I UNDERSTAND HOW IT MUST HAVE BEEN FOR YOU--

--BUT YOU CAN'T JUST IGNORE FIREHEART'S CRIMES! HIS PAST--

--IS AS IRRELEVANT AS MINE... OR YOURS. WHAT WE'VE DONE ...WHO WE'VE BEEN...DOESN'T MATTER.

WE ARE... WHO WE ARE--

--NOW--!

NOCTURNE --ARE YOU ALL RIGHT?

THE STRAIN... OF THE... JOINING--

I'D BETTER GET YOU OVER TO--

GROWWR

EASY, PUMA! I WAS JUST TRYING TO HELP HER--

ROOWRR

PUMA--STOP!

HE...ah... DOESN'T SEEM TO BE LISTENING...!

NO, NOT LISTENING: REMEMBERING. AN ANIMAL'S MEMORIES, DIM AND OBSCURE...

...OF THE MAN HE USED TO BE.

THOMAS FIREHEART WAS THE FINAL PRODUCT OF A CENTURIES-LONG BREEDING EXPERIMENT. TRAINED SINCE CHILDHOOD TO CARRY THE MOUNTAIN LION MEDICINE. TO BE THE **PROTECTOR** OF HIS TRIBE.

(THE SPIDER!)

SAVIOR OF HIS PEOPLE.

BUT THE PUMA MEDICINE SEDUCED HIM, CONSUMED HIM. HE SURRENDERED CONTROL OF HIMSELF TO THE CAT--AND DISGRACED HIS PEOPLE...DEFILED HIS **SOUL**.

(ALWAYS THERE-- TO WITNESS OUR SHAME!)

(THE SPIDER!)

FELL, LIKE LUCIFER...

(KILL HIM-- AND WE KILL OUR SHAME-- KILL OUR PAST!)

...INTO A HELL OF HIS OWN MAKING.

(WE CAN BE FREE!)

Puma's lost it...

AROWRRR

...not that I'm surprised.

I should've taken him down the first chance I had.

But no, I had to listen to PARKER again. Had to let my guard down... start thinking Nocturne was right.

That what Fireheart needed was compassion. That maybe, together, we could all find a little Friendship.

SHRAK

A little peace.

But see where trust gets you?

See where HOPE gets you?

Nocturne was right about ONE thing:

Peter Parker doesn't exist any more. He's as dead as Thomas Fireheart.

There's just the Puma and the Spider...

...AND ONLY ONE OF US IS COMING OUT OF THIS ALIVE!

TO BE CONTINUED-- IN THE PAGES OF SPECTACULAR SPIDER-MAN #218!

AND NEXT MONTH IN AMAZING-- "DEADMEN!"--GUEST-STARRING DAREDEVIL! (IF YOU THOUGHT THE RETURN OF THE CLONE WAS SOMETHING... WAIT'LL YOU SEE WHAT HAPPENS TO SPIDEY NEXT!)

MARVEL COMICS

THE SPECTACULAR SPIDER-MAN™

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218
NOV

APPROVED BY THE COMICS CODE AUTHORITY

RAGE PART 2 OF 4

BACK FROM THE EDGE

Ed Buscema

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN

BACK FROM THE EDGE--PART 2

WHEN MONSTERS ROAM!

Somewhere, buried deep within this SNARLING, SLAVERING beast lies the broken, battered humanity of a man named THOMAS FIREHEART...

...the result of generations of selective breeding designed to produce a powerful SHAMAN for his tribe--possessing the spirit of both MAN... and MOUNTAIN LION.

Recently, though, the BALANCE was upset. The human SPIRIT was beaten... abandoned... rejected.

Now there is only THE PUMA!

PLOT	ART	SCRIPT	LETTERS	COLORS	EDITOR	GROUP EDITOR
TOM DeFALCO	SAL BUSCEMA	TODD DEZAGO	CLEM ROBINS	JOHN KALISZ	MARK POWERS	DANNY FINGEROTH

He lunges at me like his namesake--his eyes BURNING with the BLOODLUST that's overtaken him--his mouth already watering from the promise of the KILL!

GRRAAARR!

PUMA!

Acting solely on INSTINCT, he fights for survival. He's ALL ANIMAL, now.

There is no Thomas Fireheart for me to appeal to--to REASON with.

as if that's something I want to do.

No...That's something PETER PARKER would do...

GRRLL!

THAKK

...and I am NOT Peter Parker! Parker is GONE! I am the MASK...

...I am the SPIDER!!

THERE IS A MOMENT OF CALM--

--AS THE TWO OPPONENTS STALK ONE ANOTHER... SIZING EACH OTHER UP... ...WAITING.

...TO SPRING!

THEY BATTLE AS ANIMALS--LIGHTNING-QUICK REFLEXES EVADING DEADLY CLAWS--PRIMAL INSTINCTS GUIDING LEAPS AND LUNGES--

SSNRLL!

--THE PUMA WANTING THE SPIDER DEAD--HOPING TO EXTINGUISH THE PAIN AND ANGER THAT THE MEMORY OF HIM BRINGS.

THE SPIDER...

...GIVING UP ANOTHER CHUNK OF HIS HUMANITY WITH EVERY BLOW--BECOMING MORE BRUTAL--

MORE VICIOUS--

OOOOHHHH.

HER PAIN DRAWS THEM BACK--
A SEMI-CONSCIOUS MOAN THAT HALTS THEIR BESTIAL RAGE--

--REMINDING THESE COMBATANTS THAT THERE IS A WORLD AROUND THEM--REMINDING THEM OF WHAT THIS BATTLE IS ALL ABOUT--

--NOCTURNE!

IN A MIND THAT IS NOW MUCH MORE CAT THAN HUMAN, PUMA STRUGGLES TO REMEMBER.

ATTEMPTING TO QUELL HIS MURDEROUS FRENZY, NOCTURNE HAD PUT HERSELF BETWEEN PUMA AND HIS PREY--RECEIVING A VICIOUS BLOW THE PUMA HAD MEANT FOR THE DARK AND DEADLY SPIDER!

AARL!

SHE HAD BEEN HIS FRIEND--HIS ONLY FRIEND.

SEE AMAZING #395.--MARK

huh...? HE...HE'S LEAVING? PROBABLY FROM THE GUILT AND SHAME HE MUST BE FEELING--

--FOR STRIKING DOWN THE ONE PERSON WHO SHOWED HIM ANY KINDNESS!

I SHOULD GO AFTER HIM! BE THE SPIDER!! FINISH THE FIGHT!

I LET IT OVERTAKE ME BEFORE--DURING THE FIGHT. IT FELT SO PURE...SO POWERFUL--TO BE NOTHING BUT THE SPIDER--

--BUT NOCTURNE--

--SHE NEEDS HELP--MAYBE MEDICAL ATTENTION.

BUT THE PUMA--

I...NO. PARKER'S THE ONE TO DO THE RESPONSIBLE THING. I AM THE SPIDER--I--

--I--

SOON...

NOCTURE SEEMS KINDA "SHOCKY"...SHE'S STILL UNCONSCIOUS, AND I DON'T KNOW HOW MUCH BLOOD SHE'S LOST...

...ALL I KNOW IS THAT I'VE GOT TO GET HER SOME HELP *FAST!*

BUT...IT'S NOT LIKE I CAN SHOW UP AT ANY EMERGENCY ROOM AND ADMIT A WOMAN WITH AN *ELEVEN FOOT WINGSPAN!*

THE ONLY ONE WHO MIGHT BE ABLE TO HELP HER IS *DOCTOR KAFKA*, BUT NOT KNOWING THE EXTENT OF HER INJURIES--I DON'T KNOW IF I HAVE ENOUGH TIME TO GET HER UP TO *RAVENCROFT.*

AT THE SAME TIME, EVERY FIBER OF MY BEING IS *SCREAM-ING* AT ME FOR NOT GOING AFTER PUMA--AND NOW HE'S LOOSE, *ROAMING* THE CITY LIKE A WILD ANIMAL!

IT WAS SO TEMPTING TO *HUNT* HIM--TO FIGHT HIM--

--BUT NOCTURNE...

TOO BAD I CAN'T BE IN TWO PLACES AT THE SAME TIME.

THE BEST THING I CAN DO FOR HER NOW IS TO GET HER SOMEPLACE *WARM* ...AND *DRY!*

BUT I DON'T KNOW WH--

HEY! WHAT ABOUT HER OLD APARTMENT...

...THE APARTMENT *ANGELA CAIRN* HAD BEFORE SHE WAS TRANSFORMED INTO *NOCTURNE...?*

EASY, CHIPPIE, EASY...

YA GOT NO REASON T'BE SCARED--

--WE JUST A BUNCHA GUYS CAUGHT OUT INNA RAIN--NOT *BAD* GUYS, JUS' COLD AN' HUNGRY.

WE WAS KINDA HOPIN' YA MIGHT "LEND" US A LITTLE O' DAT *FOOD*--

YEAH, AN' A LITTLE *WARMTH*--

SHUT UP, DUFF--

WHY, GISH HERE IS SO HUNGRY, HIS STOMACH'S BEEN GROWLIN' F'DAYS...

...AIN'T DAT RIGHT, GISH?

GROWWR

=HEH HEH= YEAH, MY STOMACH'S BEEN *GROWLIN'*...

WHAT THE--?

GISH...? WUZZAT YER STOMACH...?

RRRAAARRR

OH, MAN!!

WHAT THE @#€% IZZAT?

SNARL

SKROOAR

THUD

CRASH

AAAAH!

THEY SCURRY LIKE RATS OFF A SINKING SHIP--THEIR TERROR SEEMING TO FEED PUMA'S ANIMALISTIC FURY...

SNRR.. RAAR!

THE FEAR MADDENS HIM--

--ENRAGES HIM--

--YET SOMEWHERE BEHIND THE RED MIST OF HIS RAGE, THE SMALL PART OF HIM THAT IS STILL THOMAS FIREHEART REMEMBERS--

--THAT HE IS ALREADY RESPONSIBLE FOR INJURING ONE INNOCENT WOMAN TONIGHT.

Angela--NOCTURNE--said that she had been DRAWN to me--that she had SENSED my pain--

--that she knew I had given in to the SPIDER--and abandoned my life as PETER PARKER.

Just as FIREHEART gave in to the Puma--just as ANGELA CAIRN ceased to exist when she became Nocturne.

And I wonder--did I subconsciously bring her here to prove her WRONG...?

...to prove MYSELF wrong...?

I'm surprised that there are lights on in Angela's apartment...

...the place SHOULD be deserted.

and it HITS me...

We can CONVINCE ourselves that WE'VE put the past behind us--as well as the RESPONSIBILITIES of the people that we were.

We can bury ourselves in BROODING BITTERNESS and turn our backs on the WORLD--

--but the world MOVES on.

...Life goes on.

We can DENY our lives as Peter Parker --as Thomas Fireheart--as Angela Cairn.

Time won't wait around for us to get our heads together. Our responsibilities will fall to OTHERS--probably those people who were important to us--people we LOVED.

THEY'LL adjust...they'll get on with their lives...

...and the world will move on.

I OWE YOU SO MUCH, MAY--

--FOR THE OH SO MANY TIMES WHEN YOU WERE *THERE* FOR ME. FOR BEING SUCH A *KIND* AND *COMPASSIONATE FRIEND*--

--FOR BEING LIKE THE *SISTER* I NEVER HAD...!

I'VE ALWAYS ADMIRED YOUR *STRENGTH*, MAY. YOU'VE ALWAYS BEEN STRONG FOR ME...

...AND YOU'VE ALWAYS BEEN STRONG FOR *PETER*.

WHEN HIS PARENTS WERE KILLED, YOU SIMPLY *BECAME* HIS MOTHER--

--AND WHEN YOU LOST YOUR BEN, YOU BECAME HIS FATHER, TOO.

I NEVER UNDERSTOOD HOW YOU COULD *CARRY ON*. I DON'T THINK I COULD HAVE BEEN AS *BRAVE* AS YOU.

YOU DON'T HAVE TO BE STRONG ANYMORE, MAY.

YOU'VE DONE YOUR PART-- YOU'VE LIVED A GOOD LIFE AND RAISED A FINE YOUNG MAN--

--BUT YOU DON'T NEED TO FIGHT ANYMORE.

WHAT-EVER WILL BE WILL BE.

OOOOH...!

REST, ANGELA-- DON'T TRY TO TALK. I KNOW HOW HARD IT IS FOR YOU!...

...NOT ANGELA ...I...AM...

...PUMA?!

PUMA...?!?

YOU MUST BE *DELIRIOUS*, LADY! HOW CAN YOU BE SO WORRIED ABOUT HIM, AFTER WHAT HE DID TO YOU...?

HE PRACTICALLY RIPPED YOUR *FACE* OFF!

She answers, not with words, but with that power of hers. She reaches out with her *EMOTIONS*--

--and fills my head and my heart with her feelings for him. Her CONCERN --her CARE.

There is an understanding between them--a BOND. He needs us, and she knows where we'll find him--

--so that maybe we can HELP him to find himself.

Doesn't he at least deserve a SECOND CHANCE...?

Yeah... don't we all...?

PITTSBURGH...

...WHERE PETER'S WIFE *MARY JANE* PURSUES A QUEST ALL HER OWN...

I GUESS I WAS HOPING THAT YOU'D GIVE ME A SECOND CHANCE, GAYLE...

...THAT YOU AND DAD AND I COULD PUT OUR *DIFFERENCES* ASIDE LONG ENOUGH FOR US TO--MAYBE--BE A *FAMILY* AGAIN...

ALTHOUGH WE'VE ONLY TALKED ON HOLIDAYS AND BIRTHDAYS--I'VE NEVER TOLD YOU, GAYLE, HOW *SORRY* I AM--HOW MUCH I *HATE* MYSELF--

--FOR WHAT I DID TO YOU.

AND I AM *SO* SORRY...

I LOOK BACK AND I CAN'T BELIEVE HOW SELFISH I WAS--TO JUST *ABANDON* YOU WHEN YOU NEEDED ME THE MOST. I--

YOU DID WHAT YOU *HAD* TO DO, MARY JANE... YOU NEEDED TO DO WHAT WAS RIGHT FOR *YOU*. I WAS ANGRY WHEN YOU LEFT--BUT IT WASN'T LONG BEFORE I REALIZED THAT YOU WERE *RIGHT*.

IT WAS SELFISH OF *ME* TO ASSUME THAT YOU WOULD WANT TO STAY AND HELP ME.

AFTER TIMMY LEFT, AND MOM DIED, I WAS LEFT ALONE WITH TWO KIDS--BUT NONE OF THAT WAS *YOUR* RESPONSIBILITY--YOU HAD A LIFE OF YOUR *OWN!*

AND MAYBE I RESENTED YOU FOR *THAT*...

...BUT I NEEDED TO LEARN TO STAND ON MY OWN TWO FEET--I GUESS WE *BOTH* DID--AND WE DIDN'T TURN OUT SO BAD...!

AND SOMEHOW I ALWAYS KNEW THAT WE WOULD BE CLOSE AGAIN...LIKE MOM ALWAYS USED TO SAY --THINGS HAVE A WAY OF TURNING OUT RIGHT--

--"AS RIGHT AS RAIN!"

I MISS HER...

I THINK OF ALL THE THINGS I WISH I'D TOLD HER...

...AND... WELL...

...IF ANYTHING EVER HAPPENED TO YOU, OR DAD; I'D SPEND THE REST OF MY LIFE *REGRETTING* THAT I HAD NEVER TOLD YOU THAT I WAS SORRY...

...AND THAT I LOVE YOU BOTH.

Nocturne seems almost DRAWN to Puma--as if somehow, through their bond--their SYMBIOSIS, she can SENSE--

Huh...?

MY spider-sense is buzzing like--

DAREDEVIL!

Not Matt Murdock ...the NEW Daredevil! The one that showed up shortly after Murdock was KILLED.*

*MATT MURDOCK'S APPARENT DEATH WAS CHRONICLED IN DAREDEVIL #325.--MARK

What's HIS deal, I wonder?

Well...Good Luck, pal! Those are HUGE shoes you're trying to fill...!

Matt Murdock...THERE'S a guy who just lost control--letting Daredevil's activities take priority in his life--putting Murdock in jeopardy--

--a mistake he paid for with his LIFE.

Sometime later we arrive at our destination --

--the dockside warehouse in which Angela was originally TRANSFORMED into Nocturne!*

SO WHAT'S THE STORY, ANGELA? WHY WOULD PUMA COME HERE?

IS THIS WHERE YOU'VE BEEN HOLING UP SINCE--

SPIDER-SENSE!! Like a four-alarm fire--

* IN SPECTACULAR SPIDER-MAN ANNUAL #13. --MARK

RRAAARR!!

--as Puma--Fireheart--comes out of NOWHERE!!

SSNRRLL!

NO... I'm wrong! Fireheart's gone! The Puma's even more BESTIAL --more FERAL--than before! Every time I turn around it seems he's becoming more CAT-LIKE!!

And Nocturne's having less and less of an effect on him.

GRRRR..

-RRAAARR!!

--like it's MY FAULT!

The look in his eyes--like he's been BETRAYED --like she's turned AGAINST him--

And as I TENSE for the attack--

--DODGE the raking claws--

--as I'm drawn INTO the fight--

--the SPIDER is drawn OUT!

THAA

FSSSHH

--SAVAGE--

THE BATTLE IS BRUTAL--

KASHA!!

--VICIOUS--AS THE SPIDER DEFENDS HIMSELF AGAINST THE FURY OF HIS ATTACKER!

IN A DESPERATE ATTEMPT TO STOP THIS BATTLE, SHE ASSAULTS PUMA WITH A BARRAGE OF EMOTION-- REACHING OUT WITH AN INTENSE CALM--

--SEEKING TO RE-ESTABLISH HER BOND WITH HIS BURIED HUMAN SPIRIT! ONLY TO FIND--

--THAT THAT IS A WASTED EFFORT...!

MEANWHILE...

--PROBLEM IS THAT BOTH YOU *AND* DAD WERE ALWAYS SO *STUBBORN*. AND IF EVEN MENTIONED THE WORD "COMPROMISE"--YOU'D BOTH LOOK AT ME LIKE I WAS FROM MARS!

WELL--HOPEFULLY WE'VE ALL GROWN SOME. I JUST WANT DAD TO SEE--

MOMMY--

--I HAD A BAD DREAM. I DREAMED THAT YOU AND DADDY WERE *GONE*... AN' I WAS ALL--

--ALL *ALONE!*

OH, HONEY--!

KEVIN--! IT'S ALL RIGHT!

IT WAS ONLY A DREAM--AND THEY'RE NOT *REAL*.

YOUR MOMMY IS RIGHT HERE, AND SHE WOULD NEVER LEAVE *YOU!*

IT'S OKAY, MUFFIN-- EVERYTHING IS OKAY--

--EVERYTHING IS "RIGHT AS RAIN."

THIS IS A FIGHT OF SURVIVAL--

--A BATTLE TO THE DEATH.

KNOWING THIS, NOCTURNE RESOLVES HERSELF TO A COURSE OF ACTION--

--AWAITS AN OPENING--

--AND LEAPS--

--THROWING HER BODY BETWEEN THE TWO COMBATANTS--!

AND THOUGH THE STRAIN ON HER EMPATHIC ABILITIES IS NEAR UNBEARABLE, SHE CREATES BETWEEN THEM--BECOMES, ACTUALLY--AN EMOTIONAL CONDUIT--

--BUFFETING...BOMBARDING BOTH OF THESE MEN WITH THE ANGUISH, GUILT, AND PAIN OF THE OTHER. LETTING THEM EXPERIENCE FIRSTHAND--

--WHAT IT IS TO BE THE SPIDER...

...AND WHAT IT IS TO BE THE PUMA.

WRAPPED WITHIN ONE ANOTHER, THEY ARE BOUND BY EMOTION. AND THOUGH IT TAKES ONLY A MOMENT--

--IT IS AN EXPERIENCE NEITHER OF THEM WILL SOON FORGET!

FOR THE SPIDER, IT IS A MOMENT OF ENLIGHTENMENT--

--OF UNDER-STANDING.

FOR THE OTHER--

--IT HAS A FAR MORE SOBERING EFFECT...

...AS SLOWLY, SUBCON-SCIOUSLY, FIGHTING BACK THE BEAST--

--THE MAN ONCE KNOWN AS THOMAS FIREHEART--

--RECLAIMS HIMSELF!

Fireheart! No matter what he's been through--I can't let him just walk away!

He may be a VICTIM of his own power, but he has to PAY for his crimes...!

Nocturne protests with a hand on my arm. Her power ENVELOPES me in a wave of CALM--

--like before.

Only this time it STOPS me--SOOTHES me--fills me with PEACE.

And as I watch Fireheart stumble out the door, into the night, I realize that maybe all of us deserve a second chance...

...ALL of us.

NOCTURNE--ANGELA--I KNOW YOU'RE SAD--I KNOW YOU'RE LONELY--

--MOSTLY BECAUSE IT WAS OUR LONELINESS THAT BROUGHT THE THREE OF US TOGETHER.

LET ME TAKE YOU TO DR. KAFKA--I KNOW SHE CAN HELP YOU--I KNOW SHE CAN GIVE YOU ANOTHER CHANCE AT BEING ANGELA CAIRN AGAIN. WE ALL--

NO.

WHY?!

WHY WON'T YOU EVEN TRY?!

WHY WON'T YOU...?

NEXT ISSUE: MEN WITHOUT FEAR

MARVEL Comics

THE AMAZING SPIDER-MAN

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396 DEC

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SIDE-BY-SIDE WITH DAREDEVIL

PART 3 OF 4

BACK FROM THE EDGE

...AND THE MOST SHOCKING ENDING OF ALL!

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

PLEASE, WILSON-- DON'T INSULT ME.

AAAAA!

ROK!

YOU THINK I'D LET A PIECE OF GARBAGE LIKE *YOU* SHOOT ME IN THE *BACK*?

IF YOU DON'T WANT THE *OTHER* HAND BROKEN, I SUGGEST YOU ANSWER MY QUESTION.

WHERE'S LELAND OWLSLEY?

I DUNNO, MAN! I DUNNO!

ALL I HEAR'S WHAT'S ON THE STREET!

THEY SAY HE'S OUT-- AN' HE'S GOT SOMETHIN' BREWIN'--

--SOMETHIN' *BIG!*

GIVE ME THE DETAILS.

KRONK!

I *SWEAR* THAT'S ALL I KNOW! I SWEAR T' *GOD!*

IF YOU DON'T STOP TAKING THE LORD'S NAME IN VAIN, WILSON--

SPAKK!

--YOU'LL NEVER GET TO HEAVEN.

YOU CAN COME DOWN NOW.

YOU'VE BEEN FOLLOWING ME... MIRRORING MY EVERY MOVE--

--FOR THREE NIGHTS NOW.

AND NO ONE CAN DO THAT WITHOUT ME NOTICING.

ISN'T IT TIME YOU STEPPED OUT OF THE SHADOWS--

--AND TOLD ME WHAT YOU WANT?

IT'S NOT WHAT I WANT--

--IT'S WHAT I NEED.

AND WHAT I NEED RIGHT NOW--

--IS A FRIEND.

AND YOU'RE ONE OF THE OLDEST FRIENDS I'VE GOT--

--MATT.

BACK FROM THE EDGE, PART THREE: DEADMEN

J.M. DEMATTEIS WRITER • MARK BAGLEY PENCILER • LARRY MAHLSTEDT INKER • BILL OAKLEY LETTERER • BOB SHAREN COLORIST • DANNY FINGEROTH EDITOR • TOM DEFALCO CHIEF

YOU'VE GOT THE WRONG MAN. THE DARE-DEVIL *YOU* KNOW IS BURIED SIX FEET IN THE GROUND.

LET HIM REST IN PEACE.

MATT, PLEASE --DON'T WALK AWAY FROM ME!

MATT MURDOCK IS DEAD.

RING BELL

SO AM I.

MICE.

BRAINLESS, FRIGHTENED LITTLE MICE, SCURRYING AROUND. WAITING FOR ME TO SWOOP DOWN AND EFFORTLESSLY DEVOUR THEM. BUT THE QUESTION IS...

...DO I WANT TO?

QUESTIONS? DOUBTS?

ONCE I WOULD HAVE SIMPLY SCOOPED THE MICE UP, CHEWED THEM TO PIECES, AND SPIT THEM OUT... WITHOUT A SECOND THOUGHT.

BUT I'M NOT THE MAN I ONCE WAS, AM I? I'VE DISCOVERED I HAVE A CONSCIENCE. I KNOW SHAME...

...AND GUILT.

BUT OF COURSE, ACKNOWLEDGEMENT OF SUCH FEELINGS DOESN'T MEAN THAT THEY'RE IN ANY WAY USEFUL. OR DESIRABLE.

I LIVED WITHOUT THEM FOR MANY YEARS; PERHAPS I SHOULD DISCARD THEM AGAIN. PERHAPS I WILL...

...ONCE I ANSWER ANOTHER -- FAR MORE PROVOCATIVE -- QUESTION:

WHO AM I?

I WAS BORN LELAND OWLSLEY. YET THE WORLD CALLS ME THE OWL.

WHAT, I WONDER, SHALL I CALL MYSELF?

I WAS ONCE LIKE ALL OF YOU DOWN THERE; BLAND AND WITLESS. CAREFUL TO OBSERVE SOCIETY'S RULES AND BOUNDARIES.

I HAD A THRIVING BUSINESS. A LOVING FAMILY. I PERFORMED ACTS OF CHARITY AND GOODNESS.

...I TASTED A FREEDOM, A DIZZYING EUPHORIA, THAT RAISED UP MY DECOMPOSING SOUL -- AND, AT LONG LAST, GAVE ME LIFE!

TO BREAK THE BONDS OF LAW AND MORALITY... TO STEAL, TO LIE, TO TERRORIZE AND MURDER... THESE THINGS BECAME MY REASONS FOR EXISTENCE.

BUT SOMEWHERE IN THE OWL'S HEART, OWLSLEY'S VOICE WAS HEARD -- CRYING FOR REDEMPTION...FOR HUMANITY.

AND I LISTENED: SURRENDERING MY WINGS AND GIVING MYSELF UP TO THE VERY WORLD I'D FOUGHT SO HARD TO ESCAPE FROM.

BUT I COULDN'T BEAR THE PSYCHIATRISTS, PROBING MY EVERY IMPULSE... THE JUDGES AND PROSECUTORS SCREECHING FOR MY HEAD. ABOVE ALL... I COULDN'T BEAR THE PRISON WALLS CONFINING ME...

...REDUCING OWLSLEY AND THE OWL BOTH...

ah-- HERE YOU ARE!

BUT LELAND OWLSLEY'S SOUL -- WAS DEAD.

WHEN I FINALLY STEPPED OVER THE EDGE... SPREAD THE OWL'S WINGS AND FLEW INTO THE NIGHT...

...TO SOMETHING EVEN SMALLER THAN A MOUSE.

YOU'RE LATE FOR OUR MEETING, OWLSLEY.

DON'T CALL ME THAT.

A TRIFLE TOUCHY TONIGHT, eh?

OH, WELL... COME ALONG NOW, BROTHER--WE HAVE QUITE A BIT TO TALK ABOUT.

IS THIS WHY I ESCAPED? DID I LEAVE A TRAIL OF BLOOD AND BROKEN BONES BEHIND ME SO THAT I COULD RETURN TO A WORLD POPULATED BY HIS KIND?

I'M NOT YOUR BROTHER, VULTURE--

--AND I NEVER WILL BE.

SO YOU SAY, MY FRIEND.

SO YOU SAY.

I keep reading the first paragraph of this article over and over...

...but it just won't penetrate. I might as well be reading Latin.

You're doing good, Mary Jane: can't sleep. Can't read.

Every nerve-ending in your body is tingling. Stomach's turning over.

Well, what did I expect coming back to Pittsburgh? Being here in my sister Gayle's house... I can almost smell the past. And it's not exactly a sweet scent.

When Peter and I would go over to May's for dinner - he'd spend hours sometimes just rooting around through his old things...

...telling me stories about his childhood... how wonderful it was growing up there.

I come home and I'm ready for the intensive care ward.

Guess all the stress is finally starting to get to me. I've been edgy and angry. My energy's so low I feel like a slug.

And knowing that I'm going to confront my father tomorrow sure isn't helping things.

Gayle's done her best, God bless her, to make me feel comfortable. Part of the family.

But the truth of the matter is, being part of this family...

...has always been a pretty scary propsition.

OKAY, NOW I'LL BE THE PRINCESS AND YOU BE MY LADY-IN-WAITING.

WHY CAN'T I BE THE PRINCESS?

'CAUSE I SAID SO.

OH. OKAY.

HEY--

--HOW THE DEVIL AM I SUPPOSED TO GET ANY WRITING DONE WITH YOU KIDS MAKING SO MUCH NOISE OUT HERE?!

BUT, DADDY... WE WERE PLAYING QUIET... JUST LIKE YOU TOLD US.

DON'T TALK BACK TO ME, YOU LYING LITTLE $#*%!!

I-I'M SORRY, DADDY.

I'M SORRY.

PENNY FOR YOUR THOUGHTS, SIS.

I DOUBT IF THEY'RE *WORTH* THAT MUCH.

GAYLE...?

hmmm?

YOU CAN BE THE PRINCESS ANY TIME YOU WANT.

GET **LOST**, WILL YOU?

NO.

I **TOLD** YOU. MURDOCK'S **DEAD**. I'M **NOT** THE DAREDEVIL YOU USED TO **KNOW**.

AND I TOLD **YOU**--

--YOU MAY BE ABLE TO FOOL THE MEDIA... BUT YOU CAN'T FOOL **ME**.

I'VE BEEN WATCHING YOU... **STUDYING** YOU THESE PAST FEW NIGHTS.

WHOEVER WAS BURIED IN THAT GRAVE ON LONG ISLAND... IT **WASN'T** MATT MURDOCK.

WE MAY NOT HAVE BEEN BEST FRIENDS-- BUT YOU'RE THE CLOSEST THING TO A *KINDRED SPIRIT* I'VE EVER KNOWN!

YOU AND I SHARED OUR SECRETS... WE SHARED OUR *STRUGGLES*. NOT JUST AS DAREDEVIL AND SPIDER-MAN--

--BUT AS *MATT MURDOCK* AND *PETER PARKER*.

SMART MOVE, THERE -- GIVING AWAY YOUR SECRET TO A TOTAL STRANGER!

IF THIS IS THE WAY YOU OPERATE, PAL-- I'M AMAZED MURDOCK EVER GAVE YOU THE TIME OF DAY.

LISTEN TO ME, BLAST IT!

I'M IN *TROUBLE* HERE! MY WHOLE *LIFE'S* BEEN RIPPED APART--

--AND I DON'T KNOW WHERE ELSE TO TURN!

GET THIS THROUGH YOUR THICK HEAD: *I'M NOT MURDOCK*--

--AND *EVEN* IF I WAS--

--THERE'S NOTHING I CAN DO TO *HELP* YOU!

YES, YOU CAN! BY TELLING ME HOW YOU DID IT! HOW YOU BURIED YOUR PAST... STARTED ALL OVER AGAIN!

I'VE BEEN TRYING TO KILL PARKER FOR WEEKS NOW--

--BUT TIME AND AGAIN... I FIND MYSELF STOPPING ONE STEP SHY OF THE COFFIN!

I'M TRAPPED, MATT--

--TRAPPED BETWEEN THE SPIDER AND THE MAN--

--AND I CAN'T FIND MY WAY OUT!

WOULDN'T THAT MAKE YOU A SYMBOL OF EVERYTHING--

--I DON'T WANT IN MY LIFE?!

NO!

I'M NOT SOME GHOST HERE TO HAUNT YOU! I'M NOT SOME ENEMY OUT TO EXPOSE YOU!

IF YOUR THEORY WERE TRUE... IF I'D DONE ALL THE THINGS YOU THINK I'VE DONE--

--THEN WOULDN'T THAT MAKE YOU PART OF THE PAST I BURIED?

I'M ONE OF THE FEW PEOPLE ON GOD'S GREEN EARTH WHO UNDERSTANDS WHAT YOU'VE BEEN THROUGH--

--WHO UNDERSTANDS YOUR PAIN--

--AND WHO NEEDS YOU TO UNDERSTAND MINE!

REMOVE THE HAND.

I--I'M SORRY. I DIDN'T MEAN TO--

LOOK, I WON'T BOTHER YOU ANY MORE, OKAY? IT'S JUST THAT--

STOP APOLOGIZING AND LET'S GO.

GO? GO WHERE?

TO PAY OUR RESPECTS TO THE DEAD.

FROM WHAT I KNOW OF THE MAN, MATT MURDOCK LIVED A *TORTURED* EXISTENCE.

MATTHEW M. MURDOCK

THE VULTURES INVADED HIS PRIVACY. PICKED AT HIS FLESH. DEFILED HIS SOUL. CORRUPTED HIS WORLD.

IN *DEATH*--

MATTHEW M. MURDOCK

--HE'S FOUND A PEACE HE NEVER HAD IN *LIFE*.

IF I *WAS* MATT MURDOCK... IF I *DID* STAGE MY OWN DEATH IN ORDER TO BE BORN AGAIN, FREE OF MURDOCK'S PAIN--

--THEN I'D HAVE ONE PIECE OF ADVICE FOR YOU:

KILL PETER PARKER. *NOW.*

BURY HIM *DEEP* IN THE GROUND... THROW THE *DIRT* OVER THE COFFIN--

--AND THEN *FORGET* HE EVER EXISTED.

THAT'S WHAT I'D TELL YOU IF I *WAS* MATT MURDOCK. BUT, OF COURSE--

--I'M NOT.

NOW WHAT DO YOU WANT?

I DUNNO. COUPLE O' LONELY GUYS LIKE US--

--I FIGURED MAYBE WE COULD GO SPLIT A PIZZA ...GRAB A COUPLE OF BEERS ...SEE A MOVIE--

--HUNT FOR THE OWL?

WHAT AM I DOING HERE... IN THIS DEGENERATE WRECK OF A MANSION IN BROOKLYN?

WHAT AM I DOING HERE... IN THE COMPANY OF THIS DEGENERATE WRECK OF A MAN?

I SOUGHT HIM OUT AS SOON AS I RETURNED TO NEW YORK.

BUT WHY?

BECAUSE I HEARD THE TALE OF THE CHAMELEON'S SIMULACRA; HOW ADRIAN TOOMES SIPHONED THEIR LIFE-FORCE AND RENEWED HIS OWN?

HOW HE KILLED THE WEAK, CANCER-RIDDLED OLD MAN HE'D BEEN--AND WAS REBORN AS THE NEW VULTURE?

DID I HOPE THAT, BY JOINING FORCES WITH HIM, STUDYING HIM, I COULD FATHOM A WAY TO BE RID OF OWLSLEY--AND EMBRACE THE OWL ONCE AGAIN?

OF COURSE, THERE'S ANOTHER OPTION I HAVEN'T CONSIDERED.

PERHAPS IT'S NOT OWLSLEY--BUT THE OWL I'M TRYING TO KILL. OR PERHAPS...

...IT'S BOTH?

...ARE YOU LISTENING TO ME, OWLSLEY?

I TOLD YOU NOT TO CALL ME THAT.

SLIP OF THE TONGUE.

BELIEVE ME, MORE THAN ANYONE, I UNDERSTAND YOUR DESIRE TO BE RID OF YOUR... FORMER SELF. WHEN I SLOUGHED OFF MY OLD SKIN, I VOWED THAT I'D BLOT OUT ALL THOUGHT... ALL MEMORY... OF THE DODDERING WEAKLING I WAS.

IN FACT--THAT'S WHY WE'RE HERE!

IN THIS SYRINGE IS A CERTAIN FORMULA... A CHEMICAL VIRUS... WHICH I OBTAINED AT NO SMALL RISK FROM AN ARMY RESEARCH LABORATORY.

IT'S THE KEY, MY FRIEND, TO BURYING OWLSLEY AND TOOMES--

--ONCE AND FOR ALL.

YOU'RE A PHILOSOPHICAL MAN. SO TELL ME: WHAT IS THE *KEY* TO IDENTITY?

IS IT OUR OWN KNOWLEDGE OF OURSELVES... OR *OTHER PEOPLE'S* KNOWLEDGE OF US?

IF I SAY THAT I AM *NO LONGER* ADRIAN TOOMES... THAT I AM THE *NEW* VULTURE NOW AND FOREVER, DOES THAT MAKE IT SO?

OR DOES THE *MEMORY* OF TOOMES IN OTHER PEOPLE'S *MINDS* MEAN THAT HE STILL *EXISTS*?

NOW *WHERE* DID I PUT THAT--?

AH... *HERE* HE IS!

P-PLEASE ...DON'T *HURT* ME!

I SNATCHED THIS SPECIMEN OFF THE STREETS OF LOWER MANHATTAN THIS MORNING. SCAVENGING FOOD OUT OF A *GARBAGE* CAN.

HE'S IN THE ROOM WITH US. HE *SEES* US. HE *RECOGNIZES* US AS THE VULTURE AND THE OWL.

BUT IF *HE* CEASES TO EXIST--

--DON'T WE?

DO YOU SEE WHAT I'M GETTING AT? ONCE I DIE IN HIS MIND--

--I'M LEFT FREE TO TOTALLY *REINVENT* MYSELF, IN WHATEVER IMAGE I CHOOSE!

VULTURE --STOP THIS!

THIS MAN HAS DONE YOU NO HARM! GIVE HIM THE ANTIDOTE... NOW!

DIDN'T YOU HEAR WHAT I SAID? HE WAS EATING BREAKFAST OUT OF A TRASH CAN! HIS LIFE DOESN'T MATTER!

IT MATTERS TO ME!

THE ANTIDOTE!

NOW!

SHIKK

AS YOU WISH...

...BROTHER.

OH, DEAR. I JUST REMEMBERED.

THE ARMY SCIENTISTS HADN'T GOTTEN THAT FAR IN THEIR RESEARCH.

THERE IS NO ANTIDOTE.

SNAKK!

HIS NECK!

YOU SNAPPED HIS NECK!

WHY?!

WOULD YOU RATHER HE SUFFERED...THE WAY OUR VICTIMS ARE GOING TO SUFFER? WOULD YOU RATHER HE ENDURE DAYS OF TORTURE-- AND THEN A SLOW AGONIZING DEATH?

"OUR VICTIMS" ?!?

WHAT ARE YOU TALKING ABOUT?

MY BIRDS WILL CARRY THIS VIRUS OUT INTO THE CITY! ONE BY ONE, EVERY-ONE WHO EVER KNEW ADRIAN TOOMES AND LELAND OWLSLEY-- WILL DIE!

AND THEIR DEATHS WILL MAKE US FREE.

OH, PLEASE-- DON'T LOOK SO SHOCKED! ISN'T THIS WHY YOU CAME TO ME? ISN'T THIS WHAT YOU WANT-- MORE THAN ANYTHING ON EARTH?

NO!!

I'LL HAVE NO PART OF YOUR INSANE PLAN! I'LL HAVE NO PART OF YOU!

YOU CAN RUN FROM ME, BROTHER-- BUT YOU CAN'T HIDE.

AND DO YOU KNOW WHY?

WE'RE TWO OF A KIND!

WHY DID I RUN? BECAUSE I WAS REPULSED BY WHAT HE'S PLANNING?

OR BECAUSE -- I WAS SO SORELY TEMPTED?

ARE ALL MY SELF-DOUBTS... ALL MY BURNING QUESTIONS ...JUST SMOKE-SCREENS-- MASKING THE TRUTH THAT THE VULTURE SEES SO PLAINLY?

"TWO OF A KIND."

IF WE ARE... IF THAT MAN IS A MIRROR OF MY OWN HEART... IF MY DESTINY IS TO BE A SOULLESS SCAVENGER, SWOOPING DOWN OUT OF THE SKIES... THEN HEAVEN HELP ME.

AND HEAVEN HELP THE WORLD.

AND SO I MUST RETURN TO THE ORIGINAL QUESTION. PERHAPS... THE ONLY QUESTION:

WHO AM I?

OWL!

THE MAN WHO WORE THIS COSTUME BEFORE ME OFFERED YOU A SECOND CHANCE. HE OFFERED YOU *HOPE*.

AND YOU SPIT IN HIS FACE.

YOU DISGRACED HIS MEMORY.

TIME TO PAY UP, OWL. TIME TO GIVE THE DEVIL HIS *DUE*.

HOW *DARE* YOU PASS JUDGEMENT ON ME!

SHIKK

YOU DON'T *KNOW* ME! YOU CAN'T *HOPE* TO KNOW ME!

I WARN YOU... I WARN YOU *BOTH*: LEAVE. *NOW*. OR LEARN WHO I *TRULY* AM--

--TO YOUR EVERLASTING *REGRET*!

WISE *UP*, OWL--

--*MAYBE* YOU COULD HOLD YOUR OWN AGAINST *ONE* OF US... BUT NOT *TWO*! WHY NOT MAKE IT EASY ON YOURSELF AND--

CAWWW!

shriiik!

SPIDER-MAN! ARE YOU--?

NOTHING TO WORRY ABOUT ABOUT, DD -- MY SPIDER-SENSE WARNED ME OFF IN TIME!

ALL THAT BIRD DID WAS GIVE ME--

--THE TINIEST LITTLE--

--NICK--!

SPIDER-MAN!!

IT'S TIME, I THINK, TO TAKE MY LEAVE.

THIS IS THE VULTURE'S WORK... WITHOUT A DOUBT. WITH ONE STROKE OF A CLAW, HE'S SAVED ME--AND SET HIS PLAN IN MOTION.

AND WHAT BETTER PLACE TO START ERASING HIS PAST... THAN WITH HIS OLDEST AND MOST HATED ENEMY?

I COULD GO BACK. I COULD TELL THEM ABOUT THE VIRUS. PERHAPS, WITH ENOUGH WARNING, ENOUGH TIME, THEY'D FIND A CURE. OWLSLEY, NO DOUBT, WOULD LIKE THAT.

BUT OWLSLEY'S DEAD. DEAD AND BURIED. AND SO, APPARENTLY...

...IS SPIDER-MAN.

TO BE CONCLUDED --IN THE PAGES OF SPECTACULAR SPIDER-MAN #219!!

•

AND THEN BE BACK HERE NEXT MONTH, FOR THE START OF WHAT WE PROMISE WILL BE THE MOST SHOCKING AND UNEXPECTED SPIDER-MAN SAGA OF ALL:

WEB OF DEATH!

MARVEL COMICS

THE SPECTACULAR SPIDER-MAN

IS DYING!

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219 DEC

APPROVED BY THE COMICS CODE AUTHORITY

GUEST-STARRING DAREDEVIL!

SPIDER-MAN FROM THE GRAVE

IS IT TOO *LATE* TO *SAVE* THE LIFE HE'S FOUGHT TO RECLAIM?

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: **THE SPECTACULAR SPIDER-MAN**

TWO OF A KIND

"KILL PETER PARKER.

"NOW.

"BURY HIM DEEP IN THE GROUND...THROW THE DIRT OVER THE COFFIN--"

"--AND THEN FORGET HE EVER EXISTED."

I KILLED HIM--I DID IT. PETER PARKER IS DEAD!

I'M DEAD...?

THAT MUST BE TRUE. WHY ELSE WOULD I DARE TO BE THIS CLOSE--

--TO THE DEVIL...?!

TOM DEFALCO PLOT | SAL BUSCEMA & TODD DEZAGO SCOTT HANNA - ART SCRIPT

CLEM ROBINS letters | JOHN KALISZ colors | MARK POWERS editor | DANNY FINGEROTH group editor

SPIDER-MAN...?

SPIDER-MAN!

COME ON, PETER...

HIS HEART'S POUNDING LIKE A JACKHAMMER --THUNDERING IN MY EARS--

--AND IT DOESN'T TAKE A BLIND MAN TO SEE THAT HIS RESPIRATION IS WAY UP...!

WHATEVER POISON WAS ON THE CLAWS OF THE OWL'S VULTURE WENT STRAIGHT INTO SPIDEY'S SYSTEM WHEN THE BIRD RAKED HIS FACE!*

HE SHOULD BE IN A HOSPITAL, BUT DO I DA--

...DEVIL...?

DAREDEVIL...! I'VE GOT TO--

*AS DETAILED IN AMAZING SPIDER-MAN #396 ("BACK FROM THE EDGE," PART 3).--MARK

EASY, PETER, YOU SHOULD--

NO.

LOOK.

THE OWL--!

MY RADAR-SENSE IS PICKING HIM UP, TOO--

--WAITING TO SEE THE RESULTS OF HIS WORK.

WELL, IF HE CAN BE THAT BOLD--

--THEN HE CERTAINLY WON'T MIND ANSWERING A FEW QUESTIONS!

WHAT IS IT, OWLSLEY?!

WHAT DID YOUR BIRD DO TO SPIDER-MAN?!?

WAK!

OWLSLEY IS DEAD, DAREDEVIL--

--AS WILL BE YOUR FRIEND!

THE BIRD'S TALONS WERE TIPPED WITH AN EXPERIMENTAL CHEMICAL VIRUS, DEVELOPED BY THE MILITARY. IT WORKS QUITE RAPIDLY--

--I'M CERTAIN THAT SPIDER-MAN IS DEAD BY NOW.

HE'S FLYING HIGHER-- ALMOST OUT OF RANGE!

JUST ONE CHANCE...!

WHISSSH

VULTURE?!

NOT TO WORRY, "BROTHER"--

--I'VE EVERYTHING *WELL IN HAND!* I SEE MY *CARRIER "PIGEON"* DID ITS JOB ON SPIDER-MAN--

THAPP

--LET'S SEE IF WE CAN'T MAKE IT *TWO-FOR-TWO!*

THE VULTURE--

--AND MY RADAR IS PICKING UP TWO *MORE* BIRDS--PROBABLY CARRYING THE SAME *DRUG* THEY USED ON *SPIDER-MAN...!*

THIS MIGHT BE *TRICKY!* BY CLIMBING SO HIGH, I'VE LEFT MYSELF *EXPOSED* --I'LL HAVE TO--

WOOOSH

THWIPP

THWIPP

I...

...GOT 'EM!

NOW IF I COULD ONLY GET MY HEAD TO STOP SPINNING...

TOO DIZZY TO GO AFTER THEM --BUT MAYBE I STILL HAVE A CHANCE TO TAG THESE BIRDS...!

ALTHOUGH, ACCORDING TO THE OWL--I MIGHT NEVER GET THE OPPORTUNITY TO TRACK THEM!

'CAUSE IF HE'S TELLING THE TRUTH--

PSSHT

--I'LL BE DEAD!

PLK

God, I'm so nervous, I hope he's not here...!

No I don't--I came all this way to do this...so--

--so why am I so afraid...?!

My husband swings around in between buildings, for Pete's sake--

--so why can't I find the courage to simply knock on a motel room door...?

KNOCK KNOCK

7

There, I did it...

Could have been harder...

HI, DADDY...!

I'M GLAD YOU CAME, JANIE...

SO I RETURN TO ROOST --UNABLE TO ANSWER THE QUESTIONS WHICH PLAGUE ME. I FIND MYSELF DRAWN TO THIS DESOLATE MANOR.

GIVING IN TO TEMPTATION AND DARK DESPAIR...

IT'S ABOUT TIME YOU CAME BACK, OWLSLEY...!

...I FIND MYSELF IN LEAGUE WITH A MADMAN!!

I'VE TOLD YOU NOT TO CALL ME THAT. OWLSLEY'S DEAD!

SO YOU'VE SAID. AND YET WHEN I OFFER YOU A PLAN THAT WOULD TRULY BURY YOUR FORMER SELF FOREVER... YOUR REACTION WAS ONE OF HORROR AND REVULSION!

BUT I KNOW YOU BETTER THAN YOU KNOW YOURSELF, BROTHER! I KNEW THAT YOU'D SEE THE GENIUS OF SUCH A SCHEME--THAT YOU'D RETURN TO EMBRACE MY PLAN!

AND SO, IN HONOR OF MY FAITH IN YOU...

...I'VE BEGUN TO ERASE YOUR PAST FIRST.

YOU WHAT?!

PAUL GREYSON, A FORMER BUSINESS ASSOCIATE OF YOURS...?

I INFECTED HIM WITH THE VIRUS YESTERDAY...DURING HIS POWER-LUNCH. HE'LL DIE AT MIDNIGHT ...UNLESS...!

YOU SEE, I WASN'T COMPLETELY HONEST WITH YOU EARLIER WHEN I SAID THERE WAS NO ANTIDOTE...

...IT'S RIGHT HERE!

BUT SINCE YOU HAVE SOME TREPIDATION ABOUT THIS WHOLE THING, I'LL LET YOU DECIDE--

--WHETHER GREYSON RECEIVES IT OR NOT!

THIS IS INSANITY!!

THREATENED BY MY HESITATION, THE VULTURE HAS FORCED MY HAND, CHALLENGING ME TO ANSWER THE QUESTION THAT HAS RECENTLY BEEN MY BANE!

WHO AM I?!

THE OWL...OR OWLSLEY...?

CERTAINLY GREYSON'S LIFE MEANS NOTHING TO ME...YET TO LET HIM SIMPLY DIE LIKE THIS WOULD BE TO ACCEPT THE VULTURE'S MADNESS--!

SO DO I NOW RACE TO PASS THE VULTURE'S TEST...

...OR MY OWN...? TO PROVE ONCE AND FOR ALL WHETHER WE TRULY ARE TWO OF A KIND...?

MEANWHILE, AT THE PARKER RESIDENCE...

WE'RE RUNNING OUT OF TIME.

ALTHOUGH I'VE BEEN ABLE TO *ISOLATE* THE CHEMICAL THAT WAS COATING THE BIRD'S CLAWS--

--UNTIL I GET IT UNDER THE MICROSCOPE, I WON'T BE ABLE TO TELL IF IT'S THE *EXPERIMENTAL VIRUS* THE OWL *CLAIMS* IT IS...

...OR HOW *FAST* IT'S SPREADING!

BRINGING ME TO YOUR HOME, TAKING OFF YOUR MASK--

--YOU'RE AWFULLY *CAVALIER* WITH YOUR SECRET IDENTITY, AREN'T YOU?

FORGIVE ME IF I SAY THAT I HAVE MORE *PRESSING MATTERS* ON MY MI--

WHOA! PETER'S *HEART RATE* JUST JUMPED *WAY UP*. WHATEVER THAT VIRUS IS, IT MUST BE PRETTY *BAD*.

WELL, IT'S EVERYTHING THE OWL SAID--AND *MORE*. I'VE GOT TO FIND HIM-- *AND* THE ANTIDOTE...

...*FAST*!

GRAYSON.

HOW MANY TIMES IN THE CORPORATE ARENA DID WE WAGE WAR AGAINST ONE ANOTHER ...?

--PLAYING AT OUR INVISIBLE GAMES OF BOARDROOM POLITICS... CONFRONTING EACH OTHER ON BATTLEFIELDS OF CONTROLLING STOCK AND PROFIT MARGINS--

--AMASSING OUR TROOPS OF LAW FIRMS AND ACCOUNTANTS AS WE PREPARED TO JOIN IN MORTAL COMBAT?

FOR YOU I HELD AN ADMIRATION ONE MIGHT RESERVE FOR A WORTHY ADVERSARY...

...AND YET, WAS THERE EVER A MOMENT IN OUR TURBULENT ASSOCIATION THAT MY ADMIRATION TURNED TO HATRED...?

WAS THERE EVER A MOMENT I WISHED YOU DEAD...?

NO.

I HAVE COME HERE TO MAKE A DECISION...

COULD YOU POSSIBLY IMAGINE THE PIVOTAL ROLE YOU NOW PLAY IN MY LIFE...?

I HOLD YOUR LIFE HERE IN MY HAND--

--YOUR SALVATION.

BY MY INACTION--

--THE DECISION IS MADE.

PITTSBURGH.

...SO, I SEE YOU'RE STILL WRITING...?

NOTHING MUCH REALLY. SOME *FREELANCE* WORK FOR A LITTLE WEEKLY NEWSPAPER--COVERING THE HIGH SCHOOL SPORTS, LOCAL EVENTS--AN OCCASIONAL HUMAN INTEREST PIECE...

IT ISN'T *FAULKNER*, BUT IT PAYS THE RENT.

AND WHAT EVER HAPPENED TO THE "*GREAT AMERICAN NOVEL*"...?

IT'S NOT IN ME ANYMORE, JANIE--I WENT DRY *YEARS* AGO--MAYBE EVEN BEFORE...

...

...

...I, *uh*...SEE YOU STILL HAVE THIS OLD *SMITH-CORONA*--

I REMEMBER THIS FROM WHEN I WAS LITTLE --OF COURSE IT LOOKED A LOT *BIGGER* TO *KID EYES*. THIS IS WHERE YOU DID YOUR WORK, AND GAYLE AND I WEREN'T TO GO ANYWHERE *NEAR*--

WHAT ARE YOU DOING WITH THIS?!

AFTER THE WAY YOU TREATED HER--THE WAY YOU DESERTED HER--HOW DARE YOU KEEP HER PICTURE AROUND?!

WHAT...?! DO YOU THINK I NEED YOU TO REMIND ME?! THAT'S WHAT THIS PICTURE IS FOR!

I LOVED YOUR MOTHER MORE THAN I EVER KNEW!

DO YOU THINK I'M PROUD OF THE WAY I TREATED HER?

YOU DON'T KNOW WHAT IT'S LIKE--TO KNOW THAT YOU HURT SOMEONE YOU LOVE--THAT YOU LET THEM DOWN--ABANDONED THEM--

--WISHING EVERY DAY THAT THERE WERE SOME WAY TO CHANGE THE PAST--

--HAVING NOTHING TO SHOW FOR YOURSELF BUT A LIFETIME OF REGRET...

JUST LIKE WHEN I--

WE...WE'RE TWO OF A KIND, DADDY...

I FEEL LIKE I DID THE SAME THING WHEN I RAN OUT ON GAYLE...I JUST LEFT...

SHE MEANT EVERYTHING TO ME AND I FORGOT WHAT WAS IMPORTANT --I FORGOT TO LET HER KNOW...

I DO KNOW HOW YOU FEEL, DADDY...

SOMEWHERE OVER BROOKLYN...

HOW'RE YOU DOING, SPIDER-MAN?

I MEANT, HOW ARE YOU?!-- NOT THE SIGNAL.

OH...WELL-- I'M STILL A LITTLE *DIZZY*, BUT OTHER THAN THAT, I FEEL *FINE*.

WE'RE RIGHT ON *TRACK*--I'M PICKING UP THE *TRACER'S* SIGNAL LOUD AND CLEAR.

IT SEEMS LIKE IF WE JUST KEEP HEADING SOUTHWEST, WE'LL--

LIAR.

HIS RESPIRATION IS STILL HIGH--AND I CAN PRACTICALLY *FEEL* THE HEAT OF HIS FEVER COMING THROUGH HIS COSTUME--HE'S *BURNING UP*--

--BUT HE WON'T STOP *PUSHING* HIMSELF --*DRIVING* HIMSELF UNTIL HE PINPOINTS--

"--OWL AND THE *VULTURE!*"

HOME THEN, BROTHER...?

I SEE THE ANTIDOTE IS STILL *INTACT*--SO YOU'VE FINALLY SEEN THE FOLLY IN DOING BATTLE WITH YOUR OWN *DARK NATURE*...?

HE IS RIGHT--

I AM HOME.

I HAVE RESIGNED MYSELF TO GO ALONG WITH THE VULTURE'S NEFARIOUS PLOT--TO JOIN HIM ON THIS JOURNEY OF DEATH.

I ACCEPT WHO I AM AND OPENLY EMBRACE MY OWN DARK SIDE--

--AND THE TIME HAS COME TO ELIMI-NATE ALL TRACES OF THE MAN WHO WAS LELAND OWLSLEY...!

KRNCH

UH-OH. THE SIGNAL JUST CUT OUT...

WHICH MEANS EITHER THE OWL FOUND THE TRACER AND DESTROYED IT--

--OR I'M A LOT SICKER THAN I THOUGHT.

HE'S TRYING TO *HIDE* IT, BUT I CAN HEAR IT IN THE *TIMBRE* OF HIS VOICE-- AND HIS HEART JUST STARTED BEATING A *MILE-A-MINUTE.*

PETER'S *SCARED*--AND WHO COULD *BLAME* HIM? HE KNOWS THAT TIME IS *RUNNING OUT*--

--AND HE'S DOING EVERYTHING HE CAN NOT TO *PANIC!*

HOLD UP, SPIDER-MAN!

I'VE GOT US COVERED ON THIS ONE!

YOU BROUGHT US THIS FAR...

"...LET'S SEE IF I CAN'T BRING US HOME."

IT IS A CENTER-ING--AND A REACHING--AS THE MAN CALLED DAREDEVIL OPENS HIMSELF TO THE ENVIRONMENT AROUND HIM...

AND THEN, HE BEGINS--

--SIFTING AND SORTING--FILTERING AND REFINING--

...AT ONCE, IT ASSAULTS HIM--OVERWHELMING HIM--BATTERING AT HIS HEIGHTENED SENSES IN A TIDAL WAVE OF SOUND AND ODOR.

HE ACCEPTS THEM WILLINGLY--NEVER BETRAYING THE PAIN OF THEIR SHARPNESS--THEIR HARSHNESS--ALL THE WHILE MAINTAINING HIS CALM.

--EXPLORING AND ELIMINATING EVERY SCENT AND SOUND AS HIS UNIQUE SENSES DRAW HIM NEARER AND NEARER TO HIS FINAL QUARRY.

REACHING--

--REACHING--

--UNTIL--

GOT 'EM!

THERE IS NOTHING IN THE HUMAN EXPERIENCE THAT STIRS US AS DEEPLY AS WHEN WE REACH OUT--

WELL, I...I GUESS I'D BETTER GET GOING...

--SHARING WITH ANOTHER OUR FEELINGS AND EMOTIONS--

JANIE... IT...IT WAS SO GOOD OF YOU TO COME. I'M GLAD WE HAD THIS CHANCE TO TALK...

--LOOKING AT ONE ANOTHER WITH ONLY UNDERSTANDING AND CARING--

DAD ...I...

--REALIZING THAT IN COMMUNION--

OH, DADDY--

--IF ONLY BRIEFLY--

--LET'S MAKE THIS A BEGINNING--AND NOT ANOTHER ENDING!!

--TWO SOULS HAVE TOUCHED!

I'D LIKE THAT, JANIE...

I'D LIKE THAT A LOT!

THERE IS NOTHING LIKE OPENING YOUR HEART!

...AND TO BEST ACCELERATE OUR EFFORTS IN *ERASING* OUR RESPECTIVE PASTS, YOU'LL SUPPLY THE *NAMES* OF ANY OTHER ASSOCIATES WHO--

IF YOU TWO ARE THROUGH MAKING YOUR *PARTY* LIST--

--WE HAVE SOME QUESTIONS FOR WHICH WE'D LIKE TO *BEAT THE ANSWERS OUT OF YOU!*

SO--IT APPEARS THE SPIDER SURVIVES! MORE'S THE PITY--

--YET MAYBE ALL HE REQUIRES IS A HEALTHY *SECOND DOSE!*

SOON YOU'LL BOTH BE *DEAD!*

DEAD.

DEAD AND BURIED. I HAD THOUGHT LELAND OWLSLEY DEAD--THAT BY DESTROYING MY PAST, ONLY THE OWL WOULD REMAIN--

--THAT LELAND OWLSLEY WOULD BE GONE AND *FORGOTTEN.*

SHRAK

FOOL! ALL FIVE OF THOSE BIRDS CARRY THE VIRUS ON THEIR TALONS--AND IT'S OBVIOUS TO ME THAT SPIDER-MAN STILL SUFFERS FROM ITS *DEVASTATING* EFFECTS--!

HE'LL BE *DEAD* BEFORE HE HAS THE CHANCE TO STOP ALL OF THEM!

YOU TAKE CARE OF THE BIRDS WITH THE *FEATHERS*, SPIDEY --I'LL DEAL WITH THE ONE WITH THE *RAZOR-TIPPED WINGS!*

YET I AM THE *OWL*--AND I AM *FORGOTTEN*--

--LEFT OUT OF THE FIGHT-- WAITING IN THE WINGS LIKE A *WALLFLOWER* --LOOKING FOR MY PLACE--

--WATCHING A MAN WHO *VALIANTLY* FIGHTS WITH THE STAGGERED MOVEMENTS OF A BODY *RAVAGED BY SICKNESS*--

--A *WORTHY* ADVERSARY--!

SHWOOSH

YULTURE'S RIGHT. PETER'S GETTING WORSE BY THE *MINUTE*--HIS TIME'S *RUNNING OUT*, SO WE'LL HAVE TO WRAP THIS UP *QUICKLY*...!

HAVE TO MAKE THIS WORK THE FIRST TIME--

--BECAUSE I MAY NOT GET A *SECOND CHANCE!*

I'D SAY YOUR *AIM* LEAVES A LOT TO BE DESIRED...!

OH, REALLY...

TOK

TOK

TOK

TOK

AHHHHH!

...I WOULDN'T SAY SO!

WAK

HOW'S THAT?!

THREE DOWN --TWO TO--

--GONE...?!

THWIPP

GREAT! I CAN BARELY STAND--MY HEAD IS SPINNING--BUT IF I DON'T GO AFTER THEM, THERE'S NO TELLING *HOW* FAR THAT VIRUS COULD SPREAD!

IF I CAN JUST--!

SNAGGED ONE--

--BUT THE *OTHER ONE* IS TOO FAR OUT OF RANGE! IT'S GOING TO GET AWA--

KAKT

MY DEBT TO DAREDEVIL IS NOW PAID *IN FULL*, *SPIDER-MAN*--

--THE SECOND CHANCE HE ONCE OFFERED TO *ME*, I NOW ENTRUST TO *YOU*--DO WITH IT WHAT YOU WILL--THE *DECISION* IS YOUR OWN...!

THE *ANTIDOTE*!

...FEEL SO *LETHARGIC* ...*CLUMSY*...

...BUT IF I DON'T MAKE THIS *CATCH*--I'M *DONE FOR*...!

GOT IT!

CAN'T CONCERN MYSELF WITH *THE OWL* RIGHT NOW--THE WAY I'M *FEELING*, HE'D PROBABLY MAKE *SHORT WORK* OF ME ANYWAY...

THE VULTURE'S DOWN--AND SO ARE HIS *BIRDS*. I SAW THE OWL TAKE OUT THAT LAST ONE--.

--AND GIVE YOU THE ANTIDOTE! MAYBE OWLSLEY *IS* TRYING TO *REDEEM* HIMSELF ...BUT HE'S GOT A LONG WAY TO GO.

SPIDER-MAN'S HEARTBEAT AND RESPIRATION ARE STILL PRETTY *ERRATIC*--BUT THEY SEEM TO BE *CALMING DOWN*--THE ANTIDOTE IS *ALREADY* WORKING!

I'VE CALLED THE POLICE--THEY SHOULD BE HERE TO PICK UP THE VULTURE ANY MINUTE. LISTEN... PETER...

...I SAID I COULDN'T HELP YOU WITH YOUR PROBLEMS--BUT WHATEVER THEY ARE--DON'T LET THEM TEAR YOU APART--

--FIND THE THINGS THAT ARE IMPORTANT TO YOU, AND BUILD YOUR LIFE AROUND *THEM*.

MAKE A LIFE YOU *WANT* TO LIVE.

DON'T WORRY, DAREDEVIL --AFTER COMING SO CLOSE TO *DEATH* TONIGHT--THERE'S NOTHING IN THE WORLD THAT I WANT MORE...

...*NOTHING*.

I WASN'T LYING TO DAREDEVIL--

"AFTER MONTHS OF TRYING TO RUN FROM MY PROBLEMS--MY RESPONSIBILITIES--MONTHS CONSIDERING GIVING UP MY LIFE AS PETER PARKER--

"--IT FINALLY TOOK MY DEATH TO MAKE ME SEE HOW MUCH THAT LIFE MEANS TO ME.

"I came to Pittsburgh hoping to find some answers--

"Answers to questions that I didn't even know I had. Looking to fill a space in my life that kept me from feeling complete somehow.

"I wanted to fix the things from my past that were keeping me from moving ahead--from going forward.

"It was hard...

"I'VE WATCHED SO MANY PEOPLE ON THE BRINK OF THE SAME DECISION--

"--THOMAS FIREHEART, ANGELA CAIRN--EVEN THE OWL WAS ON THE THRESHOLD OF DESTROYING HIS PAST--

"--ALL OF THEM BITTER AT HOW PAINFUL LIFE CAN BE.

"HOW FAR WILL THEY GO...?

"WILL IT TAKE THEIR DEATHS, AS WELL? LIKE IT DID FOR ME?

"...But I did it...!

"I made peace with my past--with my father and sister--it's just a beginning, but I feel like part of the family again--

"--I don't think that I've been this happy--this confident--in a long, long time.

"NOT THE POSSIBILITY OF DEATH--BUT MY DEATH--

"--MY DEATH--

"--I CAN STILL FEEL THE VIRUS, SPREADING INSIDE ME, BURNING ME UP!

"I TESTED THE FEW DROPS LEFT. IT WAS TAP WATER.

" THE ANTIDOTE WAS A FAKE!"

"I'm ready to take on the world--and I can't wait to tell Peter--I've never felt so--

"Alive....!"

NEXT:
BIG NEWS!

DEC 1994 $1.50 US $2.05 CAN

✔THE CLONE
✔THE TOYS
✔THE COMICS

THE SPIDER-MAN

COLLECTORS' PREVIEW

APPROVED BY THE COMICS CODE AUTHORITY

Clone rumors abound, but the truth lurks inside, along with:

✔News of the upcoming Spider-cartoon.
✔Secrets of the clone costume.
✔A sample from the new Spider-novel.
✔Behind the scenes at Toy Biz.

AMAZING PRIZES IN THE SPIDER-SWEEPSTAKES

CLOTHING THE CLONE

The Spider-Clone is swinging his way through the Big Apple once again, and villains quake in their boots at the sight of his costume. But where did the costume come from? And how does the new clone in town go about putting together his fighting gear?

"Before the clone returned, he was off battling crime during his travels around the country," Spider-Man Group Editor Danny Fingeroth said, "but since we hadn't heard about him up to this point, we figured that he must have been doing his crime fighting covertly. It followed that just because he had 'come home,' he wouldn't want to jump into the spotlight all of a sudden. The costume he wore would have to reflect this idea. In effect we wanted a *non-costume*, a costume that was clearly recognizable, but wasn't really a costume in the traditional sense of the word."

SPIDER-MAN artist Tom Lyle and **AMAZING SPIDER-MAN** artist Mark Bagley were given the non-costume idea and called upon to create and submit designs. They were told to design a super hero costume that looked like some thing that the clone could go into Macy's and buy. This edict presented unique problems to each artist.

"The real problem in redesigning Spider-Man's costume, or in this case designing a variation of it, is that it's the perfect costume. The design is right on and captures the feeling of the character perfectly. It's really impossible to improve on," Bagley said.

Lyle agreed. "I felt the design was a challenge because Spidey's costume is so good. I wanted to create a design that evoked the Spider-Man feel, but was different," he said.

Each artist created six designs for Fingeroth and Editor in Chief Tom DeFalco to choose from. They ranged from a variation of Spider-Man's black costume to a total departure from most super hero costumes. In all, 13 sketches were submitted, and each of these designs is reproduced here, with artist comments.

TOM LYLE

"I wanted to have fun with the designs," Lyle said. "I did variations of the costume with an open mask and a closed mask, with a leather jacket and a leather duster. The one thing I kept in mind was that the costume had to look good, but still had to have just a little bit of a home-made feeling to it.

"I came up with an idea while I was watching the Winter Olympics," he added. "The skiers were all wearing Spandex ski outfits that were every bit as flashy as the Spandex suits worn by super heroes. I used their ski suits as the jumping-off point for my designs."

SKETCH 1

"The design started with Spandex ski pants and top. The tops to the suits I looked at had a tank top feel to them. I figured that the clone would think the tank top look was kind of dorky, so he would wear a jacket on top of it. The dark areas of the costumes were blue or black with a garish color like pink in the light areas. The costume would look cool, but could be the brunt of a lot of bad jokes, as well."

SKETCH 2

"I kept it really simple with the second costume; it was a plain black body suit and an old turtleneck with the sleeves tucked up. The spider symbol was on the mask, which I liked a lot, but Danny felt might be a little tough to recognize."

SKETCH 3

SKETCH 4

"I wasn't real excited about this costume, but since I drew it, I showed it to Danny and Tom."

SKETCH 5

"This costume was another variation on #2. The mask was more plain, but could be replaced by the mask on #2, and the turtle-neck was replaced by a double-breasted jacket, like The Rocketeer. I wasn't thrilled with this 'Spider-teer' version, either."

SKETCH 6

"In a variation on SKETCH #1, I replaced the patterned shirt with a plain one and used a lighter color jacket."

MARK BAGLEY

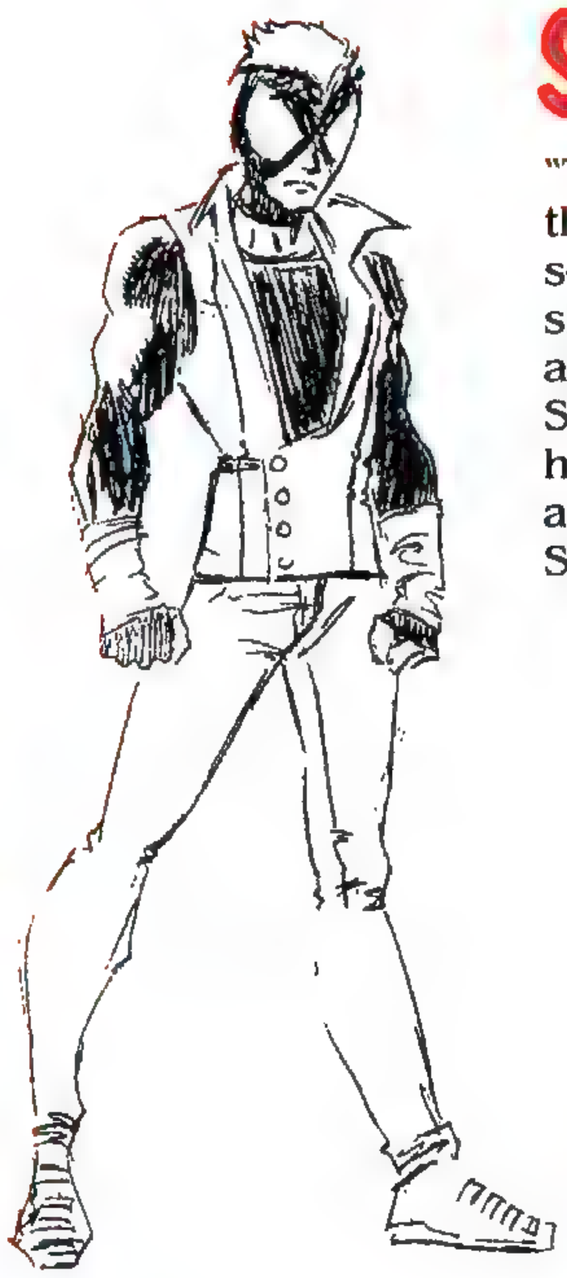
"I figured [since the clone had worn] the Spider-Man costume once, he would gravitate toward something similar. That's why I stayed more toward the traditional Spider-Man costume," Bagley said.

SKETCH A

"This costume departed from the original with the open mask and loose-fitting shirt. I really liked the way the symbol ran down the left side of the chest. Danny felt that the costume looked a little too much like 'Kid Spider-Man.'"

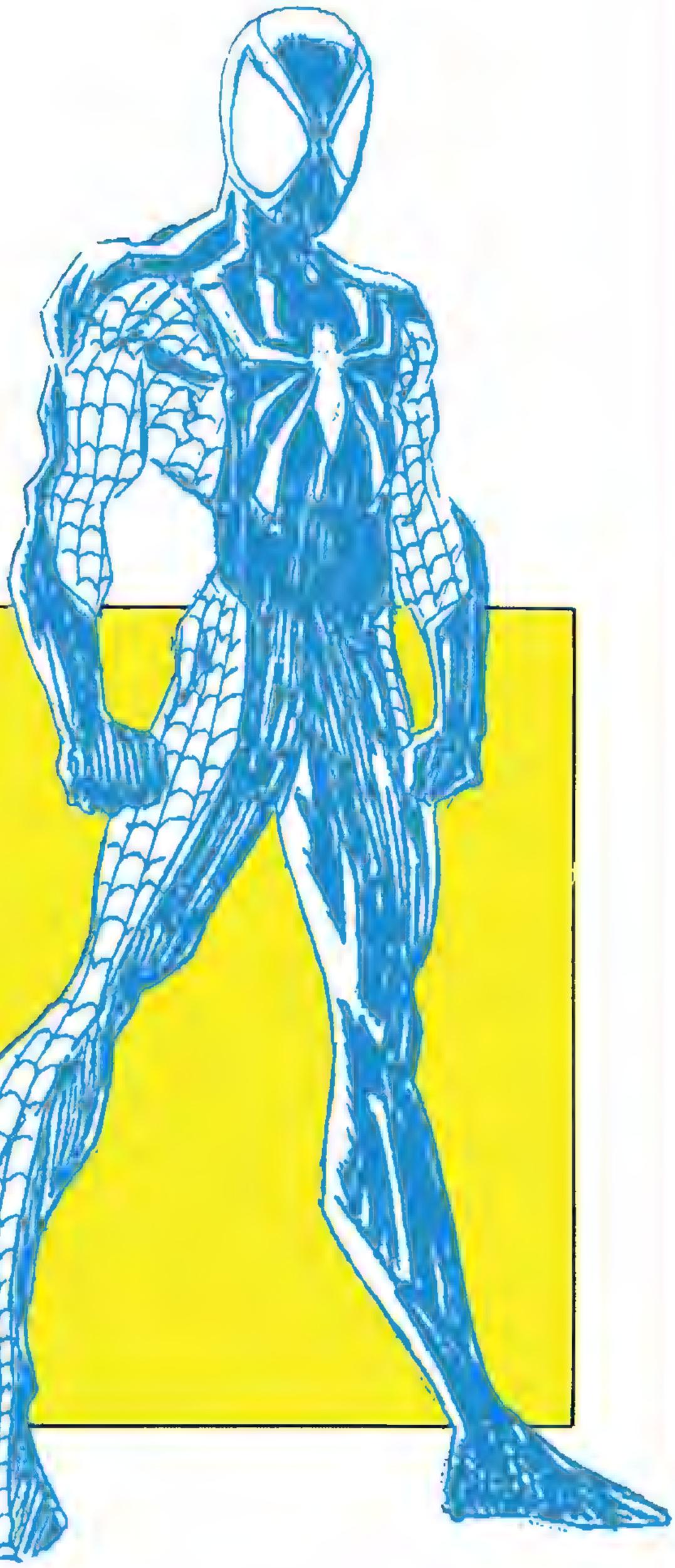
SKETCH B

"My favorite design was this variant of the old black Spider-Man costume. The design is very strong, but it wasn't 'non-costume' enough. I added red in the highlights to give it a more menacing look."



SKETCH C&D

"These were the ultimate carrying out of the 'off-the-rack, non-costume' idea. Looking back, I can see I was getting a little desperate at this point. In sketch C, I went with a plain tank top, a half mask and jeans. I think this is a good costume, but it isn't Spider-Man. SKETCH D was a little more super-hero-like. Instead of a tank top I used a sweatshirt, and I put a vest on top for accent. It was more Spider-Man-esque, but it still wasn't right."



SKETCH E&F

"These two sketches were much closer to the original Spider-Man costume, which, of course, was the problem. SKETCH E added a new, larger spider symbol as the chest emblem. SKETCH F kind of combined the red-and-blue and black-and-white Spider-Man costumes. I liked both costumes E and F a lot, but they weren't non-costumes."

SKETCH G

"I really liked the second sketch I did, but I was afraid it was too close to the black Spider-Man/Venom costume. To distance it from that costume, I added additional spider emblems to the knees."

The Winner:

In the end, Fingeroth and DeFalco chose a variation on Lyle's second sketch as the costume for the clone. "Danny and Tom liked the second sketch, but they felt it needed a few changes. The spider symbol on the face was hard to recognize and the shirt wasn't quite right. We decided that, to make it feel more store-bought, we would switch the turtleneck for a hooded sweatshirt and move the spider symbol onto it. They even added a scene into the story where the clone buys the sweatshirt at the Museum of Natural History," Lyle said.

Writer Randy Meredith is the in-house graphic artist at the Columbus (Ohio) Museum of Art and media consultant for Central City Comics.

One evening, PETER PARKER receives an UNEXPECTED phone call...

DIAL

You saw the POLICE going into my AUNT MAY'S house?!?

No, NO--I DON'T think you're a NOSY neighbor--yes, I'm GLAD you called--I'll look RIGHT into it--thanks...G'bye.

NASTINESS...All that with the VULTURE, then the GREEN GOBLIN--and NOW my CLONE is back!?--WHICH long-forgotten menace from SPIDER-MAN'S past has returned to haunt me THIS time??

The LIVING BRAINZ...

The GIBBONZ...

...or the KANGAROOZ...

MADAME WEBZ...

I just KNOW it's gonna be SOMEBODY--

YOU?!?

Peter?

Why didn't you TRIP that crook?

Sorry, pal, that's YOUR job.

Bad news, son... Your uncle has been MURDERED by an escaped criminal.

Uncle Ben--DEAD?!? No!

But, after ALL this time, WHY are you here with my Aunt May?

We're DATING, Peter.

..At least you're not seeing the KANGAROO..

?

..I REMEMBER you...

And I you, lad...

I figured it'd been LONG ENOUGH since your uncle's PASSING, and, uh, well...

HUH?

FRED HEMBECK

AMAZING SPIDER-MEN

J.M. DeMatteis

J.M. DeMatteis has written for Marvel since the mid-seventies. His work includes the critically-acclaimed MOONSHADOW, *Justice League of America*, and the "Kraven's Last Hunt" storyline which ran throughout the Spider-Man titles. He was writing SPECTACULAR SPIDER-MAN and X-FACTOR before taking over the writing duties of AMAZING SPIDER-MAN.

Artist **Mark Bagley's** winning the OFFICIAL MARVEL TRY-OUT BOOK contest led him to his comic book career. He drew THE NEW WARRIORS for several years before coming to AMAZING SPIDER-MAN.

SPIDER-MAN COLLECTORS' PREVIEW spoke to them about their working relationship, their philosophies on putting a story together, and their collaboration on a new Spider-Man villain.

SPIDER-MAN COLLECTORS' PREVIEW: Is there a great deal of interplay between the two of you during the stages of plotting, penciling, and scripting?

J.M. DeMATTEIS: For the most part, not. Things will come up, though. This new villain we co-created who will debut in AMAZING came about through conversations that we had. I usually go off into my little corner of the universe and create the stories with whatever feed-back from Danny [Fingeroth, group editor of AMAZING SPIDER-MAN] comes along. I hammer out these nice, tight, little plots which Mark will call me up and tell me that he doesn't want to draw. [Laughter.] But seriously, the plot is basically all in my corner. I wrestle and bang around with it and then...

"I hammer out these nice, tight, little plots which Mark will call me up and tell me that he doesn't want to draw."

MARK BAGLEY: I get my hands on it and read it. Marc is good at visual storytelling, but sometimes he does things that I'm not comfortable with or I'll do things that he's not too comfortable with. He's flexible enough, though, to go, "Okay, if you can do something that's better, go for it."

JMD: I write very tight plots. A lot of times they're page by page, panel by panel. I do it almost more for myself than for the artist. I'll have a specific thing going on that I spent hours working out and he'll call me up and go, "I don't like that," or "I'd like to do that a different way." I moan and I groan for awhile, and then I'll say, "Okay, go ahead and do it." Once in a while, I will put a note in the plot in which I will say, "Please do it exactly this way." And he respects that. There's a nice kind of tension there that makes the story better.

MB: The way I see it, the story is three parts. There's the plot, then the visual storytelling, and then there's the script. The plot is the framework on which the visual storytelling is hung on and fleshed out. If I've done the job right visually, then it makes the scripting a lot easier. I think if you stick *too* tightly to a writer's plot, you hamstring the penciler to the extent that you don't get the best he can give you. The product can be stronger if both parties are given enough room to maneuver. Some writers are difficult to work with in that way. Marc is better than most. [Laughter.] God, I'm diplomatic. Aren't I?

JMD: I've worked with pencilers where I give them the plot and it will be every panel, every page. They'll draw it exactly that way. Then, I've worked with other guys who will want to interpret it. Sometimes the guys who want to interpret the plot totally screw up the story! They don't give the writer what he needs; they leave out important moments. They condense things

and give you pictures of people standing around posing. Suddenly, when the writer gets the pages back and it's time to script them, the plot isn't there. The writer has to jump through hoops and write ridiculous dialogue to explain things that should have been there in the pictures.

MB: But if a penciler is doing the job that he is supposed to be doing, he won't do that — he'll add that visual *'oomph'* to it. A lot of writers forget that this is a visual medium and they give you nine-panel pages every page. Marc doesn't do this, but some writers do. There is no visual impact to it. A good penciler can look at a story and make it work and flow. I think the pacing is the penciler's job more than the writer's job most of the time.

JMD: I think in the "plot first" way that we work at Marvel, it probably is. I really try to pace the story, anyway. Certainly, when you are writing full script — which I tend to do more for Vertigo and DC — all the pacing is in the writer's hands. The interesting thing about any of this is, even if Mark was following every single panel exactly the way I told him and I gave the same story to four different other artists, it would come back five completely different ways. The real skill of a good artist, and what Mark can do, is give a panel the flow and fluidity that it needs. Another artist will think he's drawing the same moment, but give you the wrong moment in that panel. The really good artists know which moment to choose. If you snap the picture with the camera just a second too late, the whole visual is dead. When a penciler is really doing his job, the writer is free to write and not have to explain what's in the pictures.

SMCP: How did this new villain come about?

MB: We were in a meeting and [J.M.] said that we had to come up with a new female villain. He had just come back from Hawaii and he said, "Some sort of lava woman thing."

JMD: Wait a minute. Wait a minute.

MB: That was almost a quote.

JMD: Let's back that up. The meeting came long after that. This was before I came on the book. I wrote a big overview of everything I wanted to do on AMAZING before I officially started writing it. I was writing, "We've got to do a real cool female villain," and was literally on the plane, coming back from Hawaii. So I threw out one quick line about lava that he has *never* let me forget.

MB: I'm having fun with you. [Laughter.] That was at the point where we were thinking, "OK, female. What should she do?" I don't know who came up with...

Mark Bagley and his daughter, Angie

JMD: We'd just been talking about it, on and off for months, before we hit on something.

MB: We started talking about someone moving in and out of dimensions and shadows, very agile, and she worked out to be this strong woman.

JMD: The problem is that we cannot discuss a lot about the villain because you're going to meet her and see her on one level and it is going to turn out that there is more to her than it seems at first.

The hardest part was just getting a name for the character, because every name we came up with was already *taken*. Between the eight million comic book companies out there and the fifteen thousand new characters coming out every month, you can't come up with a name that hasn't been used somewhere. It's very frustrating.

MB: At first, she's going to look like, "Oh great, another seven-foot, super-strong woman," because there are a few of them running around. This one's got a twist to her. This one's got a kink.

Stephen Vrattos *has been keeping the Marvel Universe safe for more than eight years, and has finally made it into the Spider-arena with an upcoming Mary Jane tale.*

"If you snap the picture with the camera just a second too late, the whole visual is dead."

THE OBSESSION WITH NATURE AND NATURE OF JUDAS TRAVELLER EVIL

Martin Luther said the existence of Evil was by far the greatest secret the Throne of God guards. The task at hand is monumental, but clear: discover the secret of the nature of Evil, and Humanity shall comprehend the mind of God Himself.
— from the journal of Judas Traveller

"Traveller is an incarnation of the need to *know*. If he can understand the nature of evil, then he has the key to understanding the nature of good, as well," veteran comic book writer J.M. DeMatteis revealed, musing on the character he has created to bedevil Peter Parker and whose debut took place in "Power and Responsibility," the story that linked the Spider-Man titles during August. "Traveller believes that what he is pursuing is noble — a quest of understanding," he explained. "But his obsession's so great he'll trample whoever he has to, to get there."

Judas Traveller — prominent philosopher, scholar, and lecturer on the nature of evil — is precisely the type of character DeMatteis, as a writer, delights in exploring. "The question [of the nature of evil] has fascinated and obsessed me for a long time," DeMatteis noted. The theme has been consistent throughout all of his career in comics, harking back to his early days scripting for DC's horror anthology *House of Mystery*. Even then, DeMatteis was intent on probing the innermost recesses of the human soul to see what it was capable of feeling and expressing.

"I remember I was seventeen years old when I read Dostoevsky for the first time. *Crime and Punishment* mirrored *everything* I was feeling. I would read a chapter and it would just devastate me. I had to stop to digest what I just read." The great 19th century Russian author's novels are searing examinations of the individual struggling to define himself in a universe seemingly bereft of all purpose and ruled by an indifferent deity.

They had a seminal impact on DeMatteis that continues to this day. "Any character worth is salt has his shades of gray. I'm interested in shining a light on the split inside ourselves — we're capable of actions of extreme compassion and love, and yet there are pockets in us that are black and twisted. The good guy contains these dark things. Even the most villainous son of a bitch has decency in his soul. I shine those lights back and forth."

That illumination of the soul's capacity for damnation and redemption has produced some notable writing in the past fifteen years — *Moonshadow*, **GREENBERG THE VAMPIRE**, *The Martian Manhunter*, *Dr. Fate*, and DeMatteis's earlier stint on the Spider-Man books, which included the "Fearful Symmetry" story-

line and its moving postscript, "Soul of the Hunter," and more recently a memorable two-year stint on **SPECTACULAR SPIDER-MAN.**

DeMatteis moved to the pages of **THE AMAZING SPIDER-MAN** a year ago, bringing with him Judas Traveller. Is Traveller DeMatteis's alter ego, an embodiment of the duality of good and evil? A character always reflects some of its creator, but Traveller and DeMatteis differ significantly, as the writer is quick to point out: "For me, over the years, I've come to a more Eastern view. Whatever struggles and suffering I experienced existed to wake me up. Both so-called 'good' and so-called 'bad' experiences can rouse your consciousness, and I'm grateful for every bit of it. My view of the universe is it's a benevolent conspiracy. I can say that for myself, but not for someone else — that would be the height of arrogance.

"Traveller is caught in the duality, caught in that Dostoevsky crossfire," DeMatteis continued. "He still has great hope, but he thinks the balance has shifted and the world is sliding into evil. It's his burden, his soulwork, to understand. He *has* to know." And Traveller's quest to discern the nature of good and evil has literally spanned centuries. "Traveller's a man of mystery," DeMatteis explained. "He's been around for several hundred years, at least; he has come to be on intimate terms with human suffering by looking inside his own soul. He has a code and is capable of great acts of compassion."

Traveller is also one of the most formidable of Marvel villains, and there are many layers to his powers and abilities. DeMatteis elaborated, "This is a guy who walks into the room — even if Magneto's there — and all heads are going to turn to look at him, be drawn to him, *afraid* of him. . ." This mixture of dread and awe scared the pants off the criminal inmates of Ravencroft Asylum, where Traveller had become a consultant at the invitation of the hospital's administrator, Dr. Kafka. Even Carnage, one of the most bloodthirsty villains Spider-Man has ever faced, cowered before Traveller.

Like many of Dostoevsky's characters, Traveller, for the sake of his quest, is willing to dare *anything* — commit ghastly crimes, foment revolution, succumb to madness, destroy his (or another's) life. He would freely damn himself, if need be; it is Traveller's willingness to *choose* such unbearable suffering that inspires such fear in others.

As this philosopher began to study Dr. Kafka's patients, he discovered a common thread — Spider-Man — linking many of them, and became fascinated with the web-slinger. "Is Spider-Man responsible for their obsession with him, and therefore [for] their evil?" That is the question DeMatteis poses, and which Traveller is compelled to answer.

DeMatteis is adamant concerning the impact Traveller will have on Peter Parker's life. "My job is to sit down and write a good story. I know it's the oldest cliché, but after we're done, nothing will be the same," DeMatteis promised. "This one time the cliché will be true."

Judas Traveller is *not* fooling around, and woe betide whomever he perceives as standing in his way. "Traveller's attraction to Spider-Man might be part of a 15-year agenda that we don't know about," warned DeMatteis, for whom the villain is a brilliant light, shining into the soul's desire to find a definitive explanation for evil. "Everyone has a place in us that has to *know*. It's re-channeled into the vices and desires of our hearts through the years, but it's the same *need* to know.

"Traveller wants to know with passion — *with all of his being* — who and what and *why* we are, so he goes knocking on the door of good and evil," DeMatteis elaborated. The magnitude of Traveller's quest will bring the reader face-to-face with the fundamental query of existence, as DeMatteis intends: "As Meher Baba said, 'all life is a reflection of the question — Who am I?'"

*Writer **Kim Yale**, who frequently collaborates on comics projects with her husband, John Ostrander, is working her way through the list of Marvel's more esoteric essays.*

THE LOWDOWN

In late spring the comic industry began buzzing with rumors concerning dramatic events about to unfold in the life of Peter Parker — The Amazing Spider-Man.

As the creative teams moved the books forward, the sequence of events set in motion propelled actions at a dizzying pace: the clone's return, Aunt May in a coma, Peter and MJ estranged. At the same time, as developments were conceived, the fan press sought them with renewed fervor, causing the Spider-Man editors, writers, and artists to jealously guard plans they preferred readers to uncover in the books themselves.

Journalists began searching through all available evidence, trying to obtain interviews with the creative personnel on the books, and coming to some unusual speculative conclusions. Was Spider-Man dying? Was Spider-Man actually the clone?

Every publication and public forum has their own answers for the Spider-Man mysteries, and most peg **AMAZING SPIDER-MAN #400** as where their theories will be proven true. Meanwhile, the official Marvel stance has been silence, a policy designed to let the readers enjoy the ride and discover each startling event as it happens — high security in an industry where rumors flow like water.

Under the utmost security, and exclusively for readers of **COLLECTORS' PREVIEW**, Spider-Man Group Editor, Danny Fingeroth and Editor in Chief Tom DeFalco revealed many of their plans for the wall-crawler.

"Our aim, over the next few months, is to show our readers that nothing is sacred and nothing is safe in the Spider-Man universe anymore," Fingeroth began. "Everything is up for grabs, and everything you ever thought you knew about Spider-Man or his supporting cast could be false, could be changed, could be blown out of the water. *Everything* and *anything* is up for grabs."

Fingeroth noted that the storyline currently being played out in the five Spider-Man books is a lot more complex than most readers and reporters can even imagine, yet "you don't have to have all thousand Spider-Man appearances in your house to follow it," he added. "Our job is to take parts of history, to bring you up to date, and give you the relevant facts in a cool, exciting way — as we hopefully succeeded in doing with the flip-book [origins of the clone] features in the four-part 'Power and Responsibility' storyline."

"If you picked up that series from the first part," DeFalco added cryptically, "which began in **WEB OF SPIDER-MAN #117**, then you got all you need to know, and all you will have to know, for the next couple of months."

With **AMAZING SPIDERI-MAN #400** scheduled to hit the stands in February, the question has arisen as to whether these dramatic events were designed specifically to make a high-impact anniversary issue in which all secrets will revealed, or did the stories evolve as the result of a natural progression of the Spider-Man continuity?

"You can't help but look at those key issue numbers coming up on the horizon," Fingeroth admitted. "It's our job every month to do something great like we'll do in **ASM #400**. For that issue, we're trying to do something even *better*, showing the culmination of all the talents of all the people working on the books."

"Yeah," DeFalco added, "at Marvel we're constantly trying to make each issue better than the previous one, and I think that **AMAZING SPIDER-MAN #401** will be better than **AMAZING #400**, because we're constantly raising the stakes and raising the levels of quality and trying to outdo ourselves, month after month after month."

Will **AMAZING SPIDER-MAN #400** be the ending of this long and intricate storyline?

"No, no — four hundred is the closing of *a* story." Fingeroth noted, "and the start of a brand-new one. Meanwhile, a bunch of other stories that have been developing still keep going. As you know, there have been several people at the 'edge of death's door,' as it were, in the books, and they are moving ahead, and we will say 'good-bye' to a character who has been with us for 30-some-odd years, and is going away. At the same time, as you know, there's *another* character who's just recently come back to the books, who has been taking more and more of the center stage and becoming more and more at ease with his role. He will be related to this change, to this major death."

As the story of the web-slinger moves toward a climax, there will be a stable of other characters affecting the lives of Peter Parker and Ben Reilly (the clone). Key figures will include Doctor Octopus, a new character named Stunner, The Grim Hunter (Son of Kraven the Hunter), and a mysterious detective from Utah. In addition, with the Spidey clone back in circulation, fans cannot help but anticipate the return of another figure from Spidey's past.

"**The Jackal** *is* coming back," Fingeroth revealed. "He'll be a *major* part of the events leading up to **ASM #400**. With this 'all-new and improved' version of The Jackal running around, and with the very fact that he's alive, it brings up some very interesting possibilities concerning the whole clone issue. What was The Jackal's agenda? Who did he clone, and when?"

"There are going to be some twists and turns in that, as well," DeFalco added. "Don't forget, like the Gwen Stacy clone, we once stated that the Spider-Man clone was not *really* a clone at all. So, as we get closer to **#400**, especially with The Jackal coming back, more and more of those *supposed* discrepancies will be explained."

Another twist will be the introduction of a mysterious antagonist called Kaine, who seems to be acting as a murderous guardian angel for Spidey and his clone. "He's the guardian angel of one, not the other," Fingeroth noted. "He's out to protect one or the other — *either* Spider-Man or the clone. *We* know, but we're not telling. Who he is will also be a major shock that won't be revealed for quite a while."

Has this Kaine character appeared before?

"I can neither confirm nor deny that," he responded. "He has ties, though, to Spider-Man — very close ties with the Spider-Man universe, but I will neither *confirm* nor *deny* he's been seen before."

"You know," Fingeroth continued, "one of the things we're in the process of doing now is creating a diversity of

"Everything and anything is up for grabs."

new characters who spring out of the current Spider-Man storylines. We have Traveler and the Host, and now we have Kaine. That is the tip of the iceberg. It's our goal to come up with Spider-Man characters for the '90s who are relevant to the current story lines.

The other new character who will have a major impact on the lives of Spider-Man and the Scarlet Spider is a detective from Utah who seems to be making a beeline for the heroes, with a mysterious agenda in hand. "We know that he's investigating a murder," Fingeroth said. "He's looking, essentially, for Ben Reilly. He's conducting a murder investigation and he's looking for Ben Reilly — as the murderer. This opens up many stories which will be explored in various projects that explore Reilly's lost years. There have been little hints of those years in Tom's chapter of 'Power and Responsibility.' There was a villain in Ravencroft whom Reilly recognized."

Another revelation destined to shake up the Spider-verse is the news that Mary Jane is pregnant. Despite the fact that tensions between Peter and Mary Jane will have been reconciled, this joyous announcement may just come at the wrong time. "The unfortunate thing," Fingeroth noted, "is that Peter is *dying*. Peter has been poisoned by The Vulture and, ironically enough, his reconciliation with Mary Jane and his coming 'back from the edge' — as that storyline is titled — feeling happy to be alive and happy to be Spider-Man, is tempered by the fact that he is dying from this incurable poison."

"Yeah," added the eternally cryptic DeFalco, "Peter is dying, his wife is pregnant — can anyone step in to take his place? Death is lurking on the horizon three times on the road to **ASM #400**. Death will *haunt* at least four times, but it's only going to *knock* three."

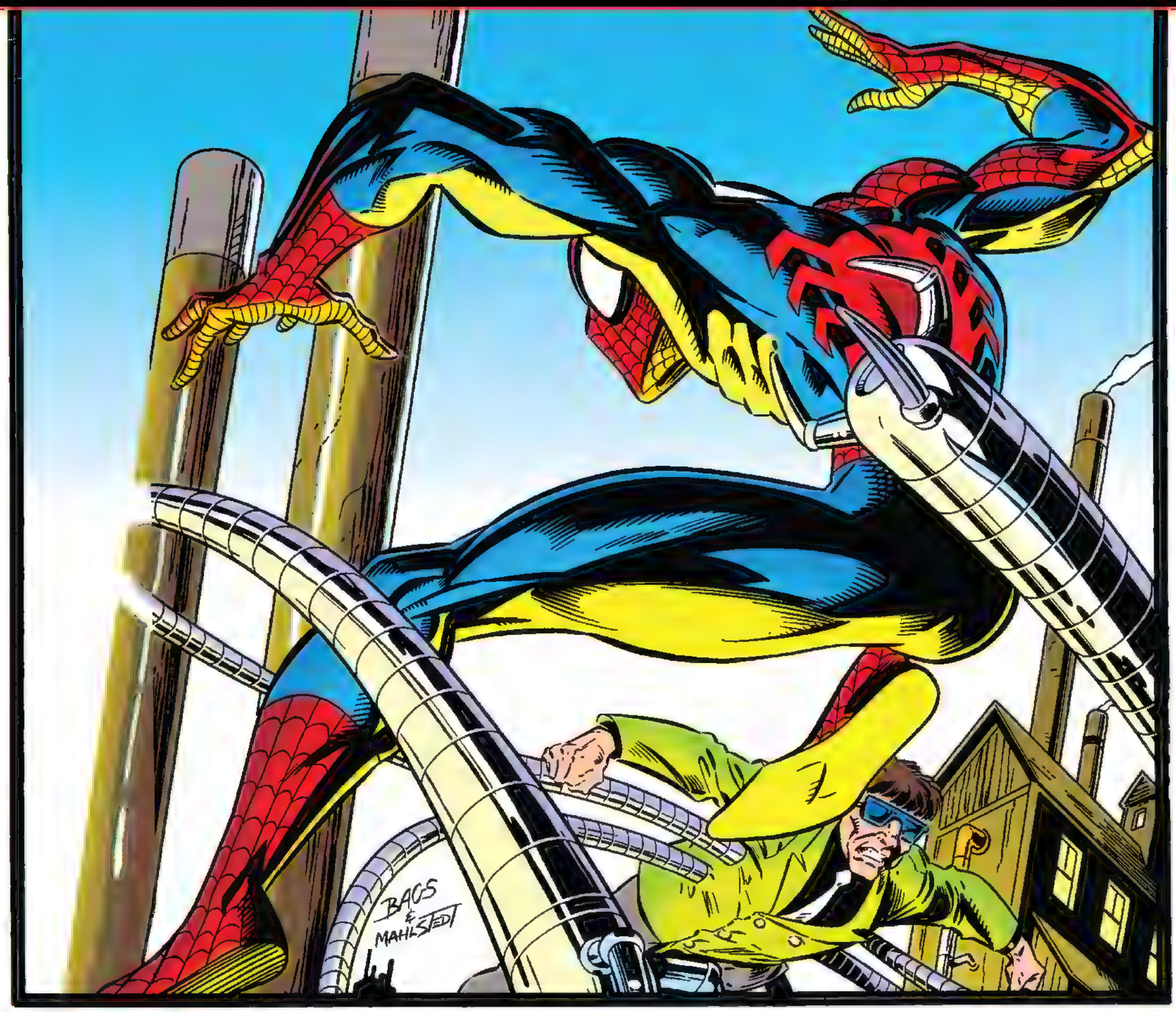
"Also," Fingeroth interjected, "don't forget that Mary Jane will be pregnant by a guy with radioactive blood and who-knows-what else. There could be complications. In general, we're doing a very straightforward storyline for which many people will think they have already guessed the endings. But you will only get the *real* story when you read it in a Spider-Man comic. That's our job — to surprise you."

Another new major character being introduced to the Spider-Man mythos is an aggressive young reporter. "Ken Ellis is a hot-shot new reporter at *The Daily Bugle*," Fingeroth revealed. "I would say he's not a cub reporter; he seems to be a guy with some experience. I imagine he's knocked around the journalistic world, but this is his big break at a New York paper."

"Ellis basically wants to prove he's a new young hot-shot," he continued. "All these old timers, like Ben Urich — we're going to have them eating his dust. When he sees this new Spider-Man-like character swinging around New York, he'll figure this is his key to fame and fortune. He's the one who, in a fit of yellow journalistic inspiration, gives Ben Reilly the name The Scarlet Spider — which Reilly hates."

As for one of Spider-Man's greatest foes — Doctor Octopus — DeFalco and Fingeroth were very careful to emphasize his importance in the upcoming saga. "Doc Ock is more than just the villain of the month," Fingeroth noted. "There's a very major event that he will be causing, and that he will be involved in."

"We wanted to see a major turning point in Ock's relationship with Spider-Man," DeFalco elaborated, "and we are really going to [carry it off]. These are characters who have known each other for quite some time, and have



formed a very tight relationship. We're going to really explore that relationship. This will definitely will be the very last Spider-Man/Dr. Octopus story."

With all this drama and intrigue on the horizon, the question arises whether this is a natural progression, or just changing the Spidey titles for change's sake. When all the smoke clears, will those elements readers have always enjoyed in Spider-Man ever be the same again? DeFalco was quick to put the issues to rest: "The kind of changes that we're doing with Spider-Man can only be done with a character who's been around for many years, because for a character who's only been around for five or ten years, none of the changes would have anywhere near the emotional impact as they would for one as established as Spidey. I think it is the next step in an evolution of the character who has been around for 32 years now.

"Spider-Man has been a very popular book for a long time. What we're doing is an attempt to not rest on our laurels. It's to keep going on to the next level. I think when the dust settles, Spider-Man will be what he has always been. With all the angst, and the heartache, and the aggravation and the persecution of being Spider-Man, it's still fun to Spidey and readers should come along for the ride," he continued.

"Our goal is this: the ride never ends, but it's got to be a fun ride for everyone. And I think Spider-Man works best as an optimistic strip. We will get back to that level of optimism and fun."

"**AMAZING SPIDER-MAN #400** is, in many ways, just the beginning," Fingeroth said. "Events over the next year or two will branch out — 'like a veritable spider's web,' you might say."

"Some very minor characters and minor scenes which will, later on, become very important, should be paid special attention, because we are constructing this tapestry very carefully," added DeFalco. "Here's the prediction I throw out — anybody who reads issue **400** will have to know what happens next — will *have* to know what happens next!"

"One thing I would like to add here," Fingeroth said, "is that since we are going to be killing quite a few people, I'd like to sort of balance that with the fact that we're also creating many new characters, for the Spider-Man Universe. We're not just cleaning house without having something to replace it all with."

So with all the speculation and rumors out there about the final fates of the characters in the Spider-Man family of books, does anyone out there really know the answer? Tom DeFalco's answer was simple: "Well, I'll say what I've always said. Until you see it in an actual Marvel Comic, don't believe it. That's where the real stories happen."

Writer **Gary Guzzo** *drew the short straw and was chosen to pull the teeth needed to prepare this particular piece of journalistic prestidigitation.*

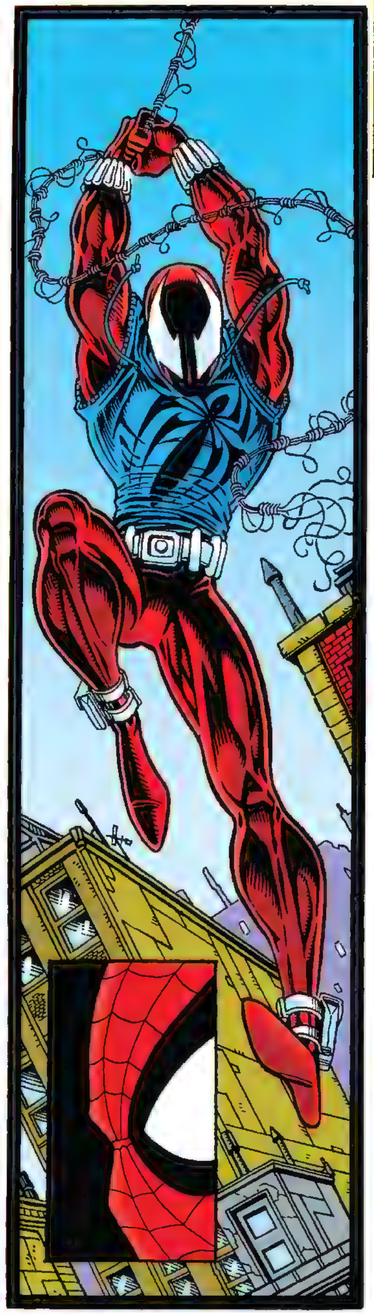
Afterword

As this story was in preparation, Danny Fingeroth and Tom DeFalco agreed to reveal one particularly dramatic piece of information exclusively for readers of the **SPIDER-MAN COLLECTORS' PREVIEW.**

"Okay," Tom said, "we'll tell them about Doc Ock."

Because we wanted everybody to be able to read this story without spoiling any surprises, that revelation — complete with spoiler warning — follows in the Spider-Man Checklist. Read it at your own risk, true believers!

COUNTDOWN TO #400



SPOILER WARNING

The interview with Tom DeFalco and Danny Fingeroth touched upon some of the startling events about to unfold in the Spider-Man comics. At the end of the interview they both agreed to reveal one of the key secrets, and hint at others exclusively for the **SPIDER-MAN COLLECTORS' PREVIEW.** Those who read past this paragraph risk exposing themselves to those shocking revelations, which readers may want to save for the comic themselves.

All titles are listed in the order in which they are slated to appear.

November

☆ WEB OF SPIDER-MAN #120

The beginning of the "Web of Life" storyline. Ben Reilly becomes more and more at ease with his role as a super hero. In fact, it seems like second nature to him. Meanwhile, we finally begin to get some hard information on Kaine, the killer who has been marking his victims in what *look like* preemptive strikes designed to protect the Parkers. MJ's illness continues to worsen, and Peter is dying after being poisoned by The Vulture. Look out for an appearance by the Grim Hunter.

★ AMAZING SPIDER-MAN #397

"Web of Death" story line begins with the introduction of Stunner, the new love interest of one of Spidey's oldest foes, Doctor Octopus. MJ returns home to Peter and this joyous homecoming is tainted by the fact that now that he has more to live for than ever, Peter is dying. Look for Kaine to be close by all of these developments.

☆ SPIDER-MAN #54

"Web of Life," Part 2. Mary Jane decides it's time to go to the doctor to find out what's wrong with her. A detective from Utah is introduced and he seems to be hot on the trail of Ben Reilly, even as The Scarlet Spider continues his role as New York's newest champion.

★ SPECTACULAR SPIDER-MAN #220

"Web of Death" continues as the detective gets closer to Ben Reilly. Peter's condition starts to turn critical as he faces off against Stunner and Doc Ock. As Peter's life flees from him we learn one of the biggest secrets in the Marvel Universe — Mary Jane is pregnant!

December

☆ WEB OF SPIDER-MAN #121

"Web of Life," Part 3. Aunt May, still in a coma, seems to respond to Anna Watson and MJ as they discuss MJ's pregnancy. Peter — deathly ill — goes to *The Bugle* to check on his life insurance, and is spotted by the mysterious detective. Kaine stalks his next victims.

★ AMAZING SPIDER-MAN #398

"Web of Death" Part 3. A dying Peter celebrates MJ's pregnancy with her. The detective confronts Peter. Doc Ock takes a major hand (or several) in things.

★ SPIDER-MAN #55

"Web of Life," Part 4. The detective starts poking around at *The Bugle* for information on Peter, and death knocks the first time.

★ SPECTACULAR SPIDER-MAN #221

"Web of Death," Part 4. **LAST SPOILER WARNING!** The death of a Marvel character who's been with us for more than thirty years! Spidey and Ock in their final face off, but it seems that the good Doctor is trying to *save* Peter. Why? So that he can kill the web-slinger himself? With Spidey saved, Ock is ambushed and murdered by Kaine.

★ SPIDER-MAN UNLIMITED #8

A full-length tale of a terrorist hostage situation at the World Trade Center. The situation attracts the attention of The Scarlet Spider *and* Spider-Man.

January

★ WEB OF SPIDER-MAN #122

Part one of a three part crossover. With Peter cured, the proud future father begins to have some very strange dreams. While Peter ignores them, Reilly seems to be driven by the same dreams as if they were a homing signal. As The Scarlet Spider follows his visions to certain danger, Spidey's dreams tell him he must save his counterpart.

★ AMAZING SPIDER-MAN #399

Part two of a three part crossover. Peter and Reilly hook up at their fated destination and come face to face with the rebirth of the all new, all improved Jackal!

★

Part three of a three part crossover. Spider-Man and The Scarlet Spider, face-to-face with The Jackal. We learn the Jackal's true agenda as he plants doubts in both web-slingers' minds. The Jackal is thwarted, but states as he escapes, "Do you think you really know the truth?"

★ SPECTACULAR SPIDER-MAN #222

Part one of a two part crossover. The Jackal's agenda comes into play as he continues to mess with Peter and Reilly's minds. Shriek and the Carrion virus get thrown into the mix. Jackal tells Peter that he's the real Spider-Man — but the implication arises that the real Spider-Man might still be in one of The Jackal's tanks. If not, then who is?

February

★ WEB OF SPIDER-MAN #123

Part two of a two part crossover. The Jackal tells Reilly that *he's* the real one. What *is* the truth? Peter and Reilly begin feeling positive towards each other. Aunt May comes out of her coma.

★ AMAZING SPIDER-MAN #400

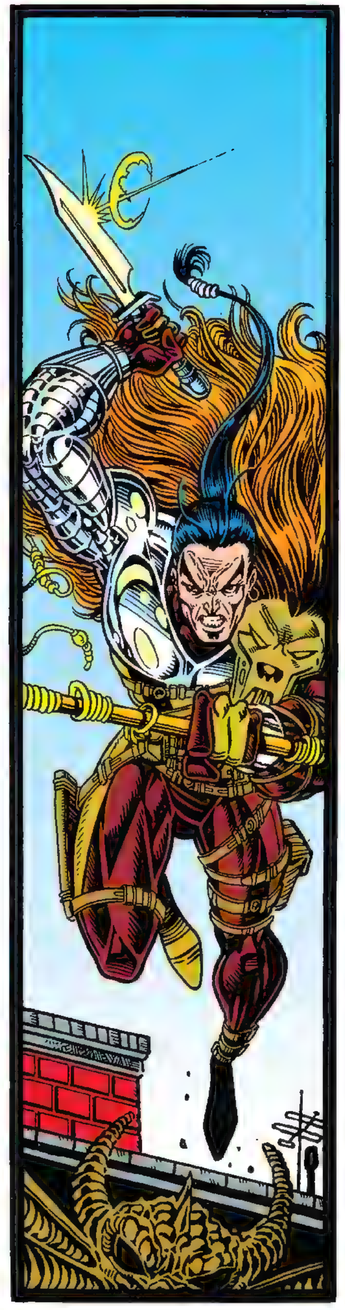
The Big One! Death knocks the third time as a character with more than three decades in the Marvel Universe dies! Peter has a bad run in with the detective and when all is done, there is only one Spider-Man!

★ SPIDER-MAN #57

The repercussions of ASM #400.

★ SPECTACULAR SPIDER-MAN #223

Continuing revelations.



the SPECTACULAR SPIDER-MEN™

Veteran artist **Sal Buscema** has worked for Marvel for more than twenty years on every major title including THOR, THE AVENGERS, and THE INCREDIBLE HULK. He was the original artist on SPECTACULAR SPIDER-MAN when it debuted in 1974, and five years ago he returned to the title.

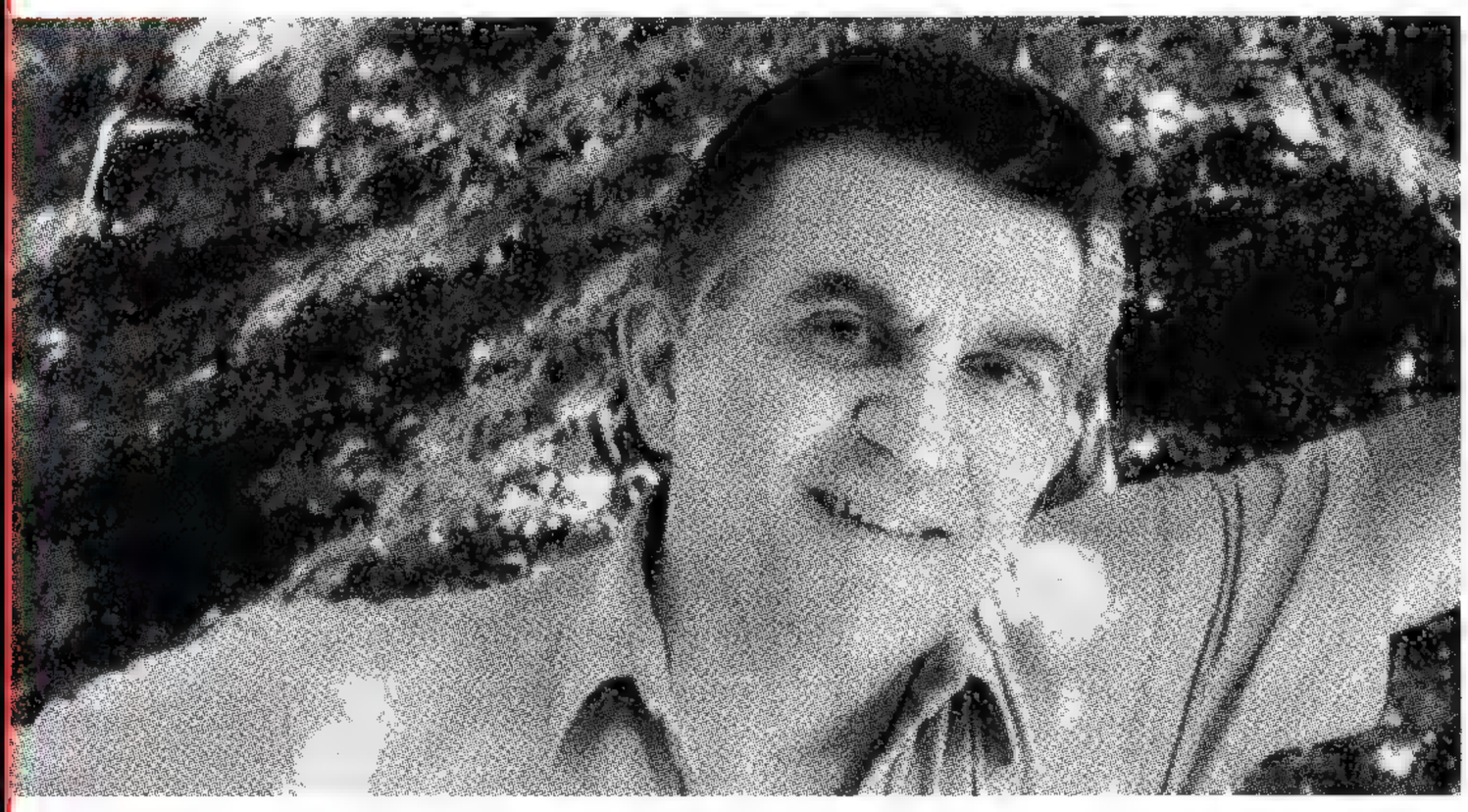
Editor in Chief and writer Tom DeFalco wrote AMAZING SPIDER-MAN in the mid-eighties. He currently pens FANTASTIC FOUR, THUNDERSTRIKE, and recently joined Sal on SPECTACULAR SPIDER-MAN. SPIDER-MAN COLLECTORS'PREVIEW spoke to them about being comics veterans, working together, and their perception of the web-slinger.

SPIDER-MAN COLLECTORS' PREVIEW: How do the two of you work together?

SAL BUSCEMA: I can answer that in about two sentences. Tom sends me a plot, I illustrate it, and then he writes it [Laughter].

TOM DeFALCO: Actually, Sal and I are still trying to find the way that we are going to be working together.

SB: We're still getting used to one another. For me, it takes a few stories before I really start to feel totally comfortable where the stuff just flows. Tom and I worked in the past on a couple of books, but nothing on a sustained basis. Tom finds scripting my pencils relatively easy and, what is a surprise for me — being fairly new, our working together — I am finding it very easy to translate Tom's plots into pictures. What I am trying to say is that I think we have a very good start here and it can only get better.



TD: I totally agree on that. Sal tells such a visual story with his pictures that, as a scripter, I'm finding it a real delight to work on the pages.

SMCP: What do you find about each other's style that makes it so easy?

SB: Specifically, when Tom describes something in words, he paints a vivid picture that I have absolutely no difficulty visualizing. I've worked with writers before where I finished reading their plot and my first thought was, "This is not terribly clear. I'm not sure what we're after here." It makes my job tougher. I think it's experience. Tom's been doing this for seventy-two years. I've been doing it for one hundred and eight years and, between the two of us, we've got two hundred and seventy-four years experience. I think that makes it very easy to do the work. When it's easy to do the work, the product is better.

TD: As a writer, you ask for a certain scenario. Sometimes the artist draws something and you have to cover it with a lot of dialogue and captions explaining what the pictures were supposed to mean. With Sal, you don't have that experience. The pictures are all there. When you sit down to do the scripting you're taking it to the next level. Because he puts so much human

Sal Buscema

emotion and gestures in the pictures, I can then go into characters' heads a little bit more and try to express the second level of thought.

SMCP: What are the advantages and disadvantages of working on a character with thirty-plus years of history and continuity?

SB: Simply put, the way I feel about Spider-Man is that this has got to be one of the three or four most unique characters in the comic book industry.

SMCP: How so?

SB: Name one like him. Essentially, the guy's got a zillion personal problems. I'm not sure if you can call him a nerd now, but he certainly was at one time in his life. He's not your typical super hero in build or temperament. The possibilities with this character are virtually limitless. I think you can take him in so many different directions — as we're doing right now. He's going through a very dark, nasty period and where he goes from there, who knows?

TD: I think Spider-Man is the greatest character being produced in comics, today, probably the greatest the comic book medium has ever seen. Certainly, others have greater historical value, but as far as my being a writer, Spider-Man is and always has been my favorite. In terms of the thirty-year history, I look at that as a playground. I don't think we've even scratched the surface.

When I worked on Spider-Man the first time, the biggest problem Ron Frenz and I had was fitting all the ideas we had into the book. I could easily write him for the next thirty years without any problems whatsoever.

SMCP: With Marvel going public, the debut of the new Spider-Man cartoon, and imminent live-action movie by James Cameron, do you feel an additional onus to your portrayal of the character?

SB: I sure hope to hell it affects sales [Laughter].

TD: Right now, Marvel's a public company. Ten years ago, when people were doing Spider-Man, he was still the number one character. I don't think anyone felt any less pressure then or any more now. Anytime you approach any one of these characters, there is always a tremendous amount of pressure to do the very best you can. Sal and I want people to look at our Spider-Man book and go, "Man, that's the one you've got to read!"

SB: Damn right!

TD: And we're looking at the other creative teams. They're all talented writers and artists and they're certainly sitting there trying to do the same thing. We have this very friendly internal competition.

SB: It's a very healthy competition, too. It serves as an incentive for everybody to get the creative juices flowing so that you can be proud of what you are doing and it can stand up against anybody else's work.

TD: From a creative standpoint, that's what juices us. If the company wasn't public, we would still be pouring our guts out. Trust me. I've never had a discussion with a stockholder about, "Hey, this story was terrible. It hurt the stock!"

SMCP: As veterans of the comic book industry, how has your story-telling changed to keep up with the changing tastes of the comics fan?

TD: I have no idea. Every time I approach a story, all I try to do is keep people entertained, keep them guessing, and throw in as many twists and turns as I can come up with. I try to keep contemporary by watching all the current movies, checking out MTV. I read voraciously and I just hope that I absorb enough.

SB: The most important thing for anyone who is doing anything creative is that you have to continue to grow. If you don't grow, the only alternative is death. I believe that with all my heart and soul and every fiber of my being. I've seen it happen to professionals that I worked with years ago. It's really a tragic thing because you literally see the talent leave these people like it never existed. I think you grow by changing, by experimenting, by trying new things. That's how you remain current. That's the most important thing in the life of any creative individual.

TD: You've got to constantly challenge yourself to do better because either you're getting better or you're getting worse.

SB: There's no level ground. There's no in-between. You can't say, "Well, I've reached this plateau. I'll stay here." You cannot stay there, because creativity is not a static thing. It is constantly moving and changing. If you do not push it, to grow by the work that you do, by the way that you inform yourself and practice your craft, it is going to diminish. It is inevitable.

— Stephen Vrattos

"I don't think we've even scratched the surface."

THE RELENTLESS FOES OF SPIDER-MAN

"The major difference between Spider-Man and The Punisher is that Peter Parker has 'The Deadly Foes of Spider-Man' and Frank Castle has 'The Dead Foes of The Punisher.'"

At least that's how Spider-Man Group Editor Danny Fingeroth sees it. Since many of these guys *do* keep reappearing, readers often take it for granted that it's just a matter of time until they show up again. But that may change.

"What I want to emphasize for the Spider-Man of the mid-'90s — going into the next century — is that everything you know or think you know about Spider-Man could be called into question. Everything you thought could *never* happen, *can* happen," he added. "I really want to shock, surprise, amaze, entertain, and thrill people. We're going to pull out all the stops to do that, so the readers of this article shouldn't be so sure that people will keep coming back, or be sure of things happening the way they used to."

THE SPIDER AND THE OCTOPUS

One of Spider-Man's greatest foes is certainly Otto Ocatavius. Doctor Octopus first entered Peter Parker's life in **AMAZING SPIDER-MAN #3** and has proven to be a major thorn in his side ever since. Unlike most of Spidey's foes, Doc Ock has actually crossed the line between Peter Parker's private life and his Spider-Man persona, and the connection has been Peter's Aunt May.

Once, while posing as The Master Planner, Octopus sent men to steal a vial of radioactive isotopes which May Parker needed to counteract radiation sickness (**AMAZING #31-#33**), and by doing so led Spider-Man on a deadly chase. In issue #53 of **AMAZING**, Aunt May rented a room of her house to help pay the bills, and Doc Ock briefly became that boarder. May acted as Ock's housekeeper (**AMAZING #115**), and eventually very nearly *married* him (**AMAZING #131**). According to Fingeroth, Ock still has some special feelings for May.

Still, even with the prominence Ock has played in Peter's life, Fingeroth revealed that he is planning to publish the very *last* Spider-Man/Doctor Octopus story. Choosing to remain mysterious about what precisely will happen, Fingeroth made the following statement: "I'm not going to guarantee you which one of them is written off, but if one is written off — based on the current continuity, you might guess which one."

*[**EDITOR'S NOTE:** For more on the Doctor Octopus mystery, check out the "Lowdown" article elsewhere in this special.]*

A CLONING WE WILL GO

"Spider-Man has a heritage and a tradition which certainly forms everything that is done with the character," Fingeroth said. "We use that tradition and heritage as inspiration to break new ground at all times. We don't want to be trapped by the past, we want to be catalyzed by it to move on to great things. Our readers will let us know if we've succeeded or not."

As an example, the current "Spider-Clone" story running through the Spider-titles has origins leading all the way back to **AMAZING SPIDER-MAN #121**, when Gwen Stacy died at the hands of the original Green Goblin. That action led to the creation of the Jackal which, in turn, led to the creation of the Spider-Man clone (**AMAZING #149**) who, thought dead, has returned in a complex series of events.

Fingeroth feels that going back to the roots of this story exemplifies the strength of a character with such a rich history: "Rather than having somebody scrape a tissue sample of Spidey last week and grow a clone — which would be a very different story — we decided to go back to this *original* one. There's something there for the longtime readers and something for the *new* readers."

And this storyline is exploring new aspects of the entire *concept* of having a clone. "We're putting a whole new spin on [the story]. You need not have read a single page of the original clone story to enjoy this stuff; it's not our aim to make a piece of scholarly research. It's our aim to make some kick-butt super hero comics," Fingeroth continued. "The most successful comic archetypes are successful because they appeal to some deep, inner question that we have about ourselves. If the Hulk is 'What would happen if my rage were unleashed?' and Superman is 'What if I really wasn't my parents' child? What if I was a superhuman from another planet?' — then Spider-Man is 'What if a regular guy gained superhuman powers?'"

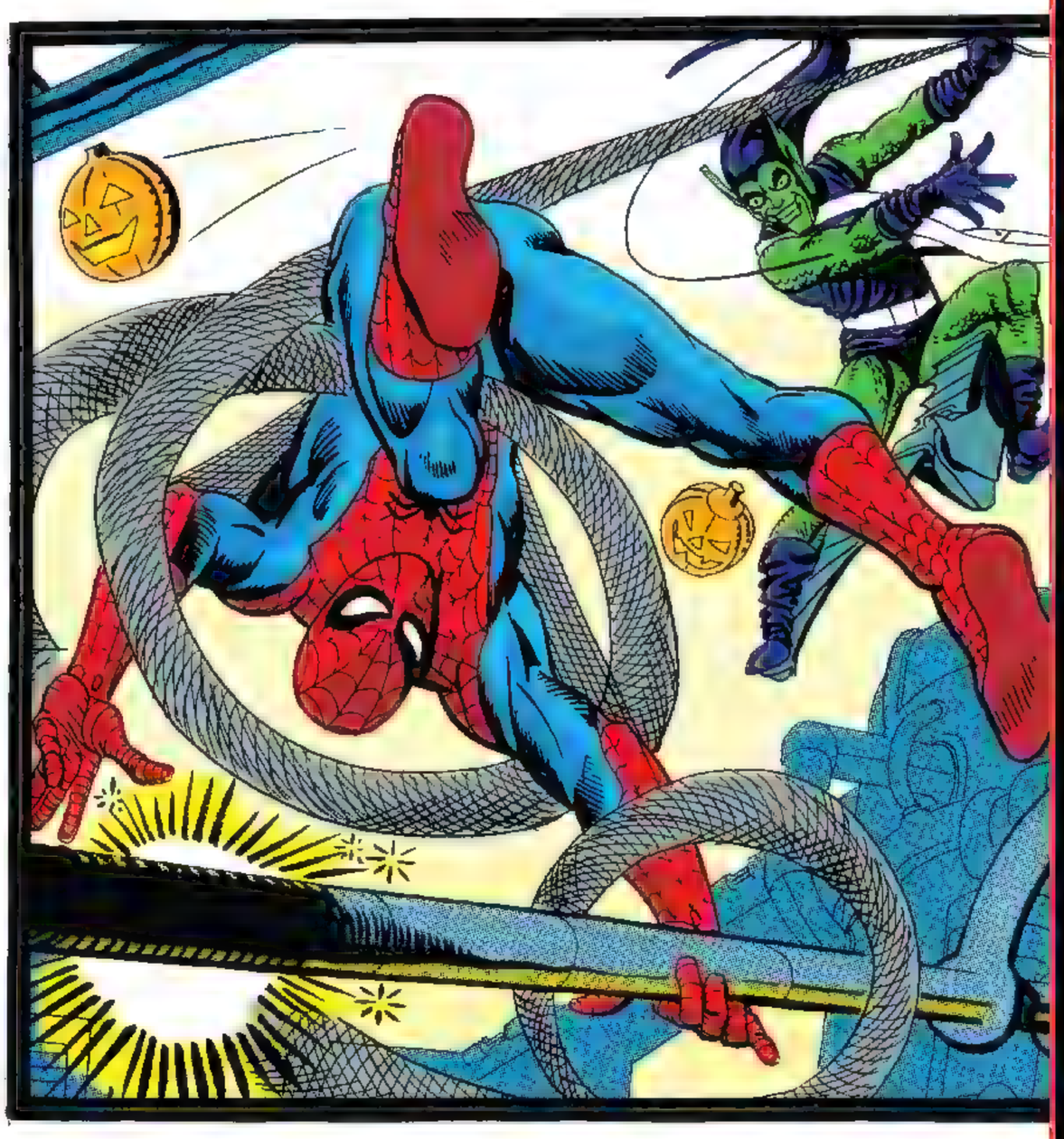
For Fingeroth, the current storyline is the fantasy: "What if there was actually another one of me, with whom I could sit and talk — figure out the important decisions, and the resolutions, and the important problems in my life. It would sure be easier than having to do it on my own."

THE GOBLIN'S GONNA GET YA IF YA DON' WATCH OUT!

Fingeroth cited a number of other villains — new and old — who have played important roles in Spider-Man's life. Close on the heels of Dr. Octopus came The Green Goblin.

From The Green Goblin to The Jackal, The Jack-o-Lantern, The Hobgoblin, and The Demogoblin, frightful, dark creatures of the twilight hours have always haunted Spider-Man's waking time. Traditionally, goblins are thought of as terrifying creatures of the night — screeching poltergeists, wraith-like apparitions, leering specters from the netherworld. They are mischievous creatures that frighten small children and cause practical adults to blanch in terror.

Creatures of legend to us, perhaps, but for Peter Parker, since the appearance of the *first* Green Goblin in **AMAZING SPIDER-MAN #14**, the goblin-motif has been a powerful icon dogging the heels of Marvel's webbed wonder. Designed by Steve Ditko, The Goblin proved to be perhaps the most terrifying of all Spider-foes — a mythical figure dedicated to mischievous evils. It was revealed in **AMAZING #39** that the original Goblin was — behind his horrific mask — someone quite close to Peter Parker,



OR " YOU CAN'T KEEP A GOOD VILLAIN DOWN"

someone who discovered Peter's hidden identity, making him quite deadly indeed.

What made matters even worse was the fact that The Goblin was Norman Osborn, Sr., father of Peter's roommate Harry. This put Spidey in the unenviable position of having to defeat The Goblin, yet protect Harry's dad at the same time. Thanks to the villain's unstable mental faculties, the problem was overcome when Osborn was stricken with amnesia — though he would snap in and out of his delusionary state a number of times over the years, making the task ever more delicate to perform each time.

The original Green Goblin appeared only 14 times before paying the ultimate price for his misdeeds during a battle with Spidey (**AMAZING #122**), but his legacy continues to live on. Soon after Norman Osborn shuffled off this oh-so-mortal coil his scion, Harry, learned of his father's secret and took up the banner (**AMAZING #126**), though Harry's initial sojourn as The Goblin lasted only two issues (**AMAZING #136-#137**).

The tenacious villain returned in **AMAZING SPIDER-MAN #175.** This time he turned out to be — not a relapsed Harry Osborn — but Harry's psychiatrist, Bart Hamilton. Harry *did* eventually don his father's mask again, if only to put an end to Hamilton's reign (**AMAZING #180**). Still later, though Harry had a brief fling as a Goblin *hero,* he eventually reverted to type and wound up as twisted as his old man. The specter of the Goblin drove Harry 'round the bend and caused him to attack Spidey several times over the years, ultimately leading to Harry's semi-heroic death (**SPECTACULAR SPIDER-MAN #200**).

A HOST OF GHOULS

Other goblin-like characters have dogged Spidey's life, including The Hobgoblin (Ned Leeds), the Jack-o-Lantern (Jason Macendale — who took over as Hobgoblin following Leeds' death), and The Demogoblin (a demonic incarnation of Macendale created during "The Inferno" storyline of a few years back).

The Hobgoblin *is* still evilly active, and the Green Goblin continues to haunt the web-spinner from the afterlife, as was discovered when Spider-Man learned that the recent "Lifetheft" saga — involving The Vulture, The Chameleon, and Peter Parker's parents — had been set into motion by Harry. "I guess Harry had a feeling he might wimp out and not carry through his final plan," Fingeroth explained. "It always seemed that Harry probably knew in his heart that he would never be able to kill Peter. Yet he did have *so much* resentment and anger stored in him. I think he wanted to be sure that, even beyond the grave, he could implement some sort of psychological torture on Peter."

DAYS (AND NIGHTS) OF THE JACKAL

Time and time again, death has failed to end the threat of Spidey's foes.

However, one such case began with the passing of a *loved one* — the untimely death of Peter Parker's college girlfriend, Gwen Stacy, at the hands of the original Green Goblin (**AMAZING SPIDER-MAN #121**).

Gwen's death, in addition to marking a solemn milepost in the Spider-Man saga, also ushered in one of the most notorious — if short-lived — villains Spidey's ever faced. In **AMAZING #129** readers were introduced to a pair of characters who would loom large in the web-spinner's future — The Jackal and The Punisher.

The Punisher went on to become a major Marvel character in his own right, but it is his initial partner who concerns us most here. The Jackal — yet another Goblin-like villain — turned out to be Professor Miles Warren, one of Peter's college professors (Prof. Warren first appeared in **AMAZING #31**), who only appeared as an antagonist in seven issues, (**#129, 130, 139, 140, 146, 147, 148,** and **149**). He was completely infatuated with Gwen Stacy, and upon her death his grasp on reality slipped the proverbial cog, and he blamed Spider-Man. He convinced The Punisher that Spidey was the villain of the piece and sicced the vigilante on the webbed hero. In his quest for vengeance, Warren cloned both Gwen *and* Peter in a story that came to a head in **AMAZING #149-#150** when The Jackal died in an explosion, seemingly along with the Spider-clone.

In issue **#151** Spidey convinced himself he was the *real* Peter Parker, and the Gwen Stacy clone walked out of his life. (She returned once in a **SPECTACULAR SPIDER-MAN ANNUAL** with which editor Danny Fingeroth has promised the current stories will deal).

While The Jackal's outings were even fewer than the original Goblin's, his hand, too, has reached from beyond the grave to torment Spider-Man. Anthony Serba, Professor Warren's

lab assistant, returned from death as Carrion, infected with Warren's DNA virus.

And Danny Fingeroth revealed, "A character who is coming back, in some form or another, is The Jackal. I know we saw him, as Warren, die on panel, so I don't want to give away exactly the method of his return — whether it physically will be him or not. He will be a major player in the months leading up to issue #400 of AMAZING."

Cagey enough to suggest — rather than outright reveal — future avenues, Fingeroth indicated how he felt about avoiding pitfalls inherent in guiding one of Marvel's icons. "I think, especially for the creators, there's a danger. You spend your whole life wanting to work at Marvel Comics, and then you get here, and there's a temptation [not to] mess with [the characters].

"The tendency is almost to treat them like porcelain statues — something that can't be touched, can't be tampered with, and can't be put into play the way a *new* character might be. There's a certain nostalgia that gets involved. You develop a reverential attitude towards the material, which you can't really allow to happen at the expense of creativity and excitement."

But as Fingeroth has indicated, such is not the case, and for the foreseeable future, anything goes.

Freelance writer **Robert J. Sodaro** *is recognized by friends and colleagues alike as one of the pre-eminent Spider-fans of all times, and his all-time pet peeve is people who just can't seem to get it through their thick heads that it's* **"Spider-Man,"** *not "Spiderman."*

SWINGING IN THE RAIN

Writer **Howard Mackie** was a Marvel editor until he turned his attentions toward writing. Best known for his creation of the new GHOST RIDER several years back and a popular run on WEB OF SPIDER-MAN, Howard has been penning the adventures of Spider-Man for more than a year.

Tom Lyle previously pencilled the acclaimed Robin at DC and the SPIDER-MAN installments of "Maximum Carnage," and is approaching the one year mark of his ongoing penciling of SPIDER-MAN. Recently, SPIDER-MAN COLLECTORS' PREVIEW spoke with them about working together and their approach to everyone's favorite Wall-Crawler.

SPIDER-MAN COLLECTORS' PREVIEW: How do you go about putting together an issue of SPIDER-MAN?

Howard Mackie

HOWARD MACKIE: I turn on my computer.

TOM LYLE: I don't think he needs that anal an answer.

HM: Usually what happens is I get on the phone with Tom and we start kicking around ideas together and I'll say things like, "Hey, Tom, what do you really want to draw?" And he always says, "Howard, I love scenes that take place in the rain."

TL: [Laughter] I was getting ready to answer that one.

HM: "You know, Howard, you just don't put enough rain in your stories."

TL: As a matter of fact, on the pages I am drawing, I keep writing on the side, "Look, Scott [Hanna, inker on SPIDER-MAN], more rain. Oh, boy!"

SMCP: I thought it only rained at Cypress Hills Cemetery.

HM: It rains in every comic book that Howard Mackie writes.

TL: To answer for Howard, basically he sits there and stares at his computer screen until the muse bites him on the butt and then, all of a sudden, something pops into his head. [Laughter]

HM: Seriously, I do like to work closely with the artist. Tom and I talk on a pretty regular basis. It's not so much that I ask him what he wants to draw, but early on I will ask for his opinions on things like what kinds of characters does he like. I like to get a feel for what is going to interest Tom.

TL: I think the new Kraven [The Grim Hunter] came about from your talking to me, because I told you I really wanted to do something with Kraven.

HOWARD: Yeah, we both wanted to do something with Kraven.

SMCP: Although you knew he was dead?

HM: Yes, exactly. This is the son of Kraven. This is something we came up with and it was born out of these telephone conversations. Basically, it's just brainstorming sessions that Tom and I do periodically.

TL: We talked even before we started working on these books and it was pretty weird — or nice actually — that both of us were on the same wavelength with what we wanted to do.

HM: The Grim Hunter character, in particular; we both knew we wanted to do something. We threw out every wacky idea. Remember when we thought of the Venom symbiotic costume crawling into Kraven's grave and animating his corpse?

TL: I wanted to do that something awful. I wanted Kraven with all this skin just dripping off of his skeleton.

HM: Yeah, we really knew Danny [Fingeroth, group editor of the Spider-Man line of comics] would go for that one.

TL: "He says facetiously."

Tom Lyle

HM: I feel fortunate right now... I mean, I don't want to stroke Tom too much...but we have really clicked. We wanted to do similar stories. That's the ideal working situation as far as a writer is concerned. I can do a plot and leave some things a little bit more open. I trust Tom to take my seed of an idea and turn it into something even better. It's the nuances. That's the stuff I really love about working with Tom. He'll sometimes throw a little thing in there and that will trigger a story idea for an issue down the road. Sometimes I do call Tom when I'm scripting and say, "What the Hell am I supposed to write here?" Occasionally Tom will put dialogue notes in the borders.

"I wanted Kraven with all this skin just dripping off of his skeleton."

TL: I used to do that all the time with other writers, but I'm so true to most guys' plots that I don't do it as much anymore. Howard has pretty much given me what I want to draw anyway.

HM: With Tom and I, it really is a collaboration in the truest sense of the word. We feed off each other.

TL: And it hurts.

HM: Yes, I know. Tom, you're down to the bone on my left hand. I don't know how much longer I'm going to be able to type.

SMCP: Tom, how has Howard's particular writing style affected your art style?

TL: What mostly affects my art style is whatever character I'm working on. Drawing Spider-Man has inspired me, and the stories that Howard's giving me have got such a nice blend of action and character. In fact, one of the things I really enjoy doing is trying to make character scenes more interesting than just talking heads. Up until I started working on SPIDER-MAN, I had been working with Chuck Dixon, full-script [where the writer describes each panel], on the *Robin* stuff, so I didn't have any leeway with what I could draw. I'm really enjoying getting to play movie director with Howard's stuff.

SMCP: How has working on a world-renowned character such as Spider-Man affected your approach?

TL: Actually, it gets me pumped up and ready to roll and do some neat stuff.

HM: The great thing about Spider-Man is not so much that he's a world-renowned character, but that the characters of Spider-Man and Peter Parker are regular guys. Well, Peter Parker is a regular guy. To me, Spider-Man is the ultimate fantasy character for a young kid.

TL: Yeah, I think it's pretty easy to plug yourself into him.

HM: It could be you, if you happen to have been bitten by a radioactive spider and did not die. I have this idea for a series of stories. I want to do the true origins of all the Marvel characters. Spider-Man gets bitten by a radioactive spider. Ten days later, he's dead. Bruce Banner is going to push Rick Jones off to the side of that gamma bomb explosion and they both get fried to a crisp.

TL: Hey, wait a minute now. I don't know about these stories anymore. I'm giving up on you, Howard.

SMCP: What do think each of you has brought to SPIDER-MAN?

TL: With our version of Spider-Man, we are doing the eerier, darker look. And I don't mean grim and gritty when I say dark. If you look at some of the early Stan Lee and Steve Ditko stuff, he'd be creepy. He'd shine that spotlight down and guys would go, "Whoa, it's Spider-Man," instead of going, "Hey, it's the wise-cracking Spider-Man!"

HM: Our Spider-Man still has a sense of humor, but most of our stories have been taking place at night.

TL: We have sort of made him the nighttime Spidey.

HM: That's intentional.

TL: All I can think of, to answer for both of us, is just the sense of enthusiasm for working together and trying to do the best job we can. And I'm like a little kid going, "I'm getting to draw Spider-Man!"

— Stephen Vrattos

citizen SPIDEY

Artist **Steven Butler** is best known for his work on First Comics' *Badger* series and **SILVER SABLE** for Marvel. Former editor — now writer — **Terry Kavanagh** has worked on MOON KNIGHT and is currently penning WEB OF SPIDER-MAN. SPIDER-MAN COLLECTORS' PREVIEW spoke to them about their newly-born partnership, where they would like it to go, and where they get their inspiration.

As the writer, I try to come up with the idea I want to get across on any page, but, as much as possible, I like to leave the visuals to the artist. That's their specialty.

SPIDER-MAN COLLECTORS' PREVIEW: *What sort of interaction do the two of you have when you put together an issue of* ***WEB OF SPIDER-MAN?***

TERRY KAVANAGH: Well, Steven and I have only just started working together, but I hope there's a lot of talking between us. That's the way it was working with Alex [Saviuk, former artist on **WEB**]. Steven and I have talked, but we haven't had a chance to sit down at the beginning of any given issue's plot stage.

SMCP: *And what did those discussions entail?*

STEVEN BUTLER: We basically talked about what we thought about the character himself. I put forth some thoughts of what I would like to see the character do and Terry made it clear that if there were any other supporting characters from the past, villains or something that I would like to bring in, I was welcome to give my ideas on that. We've basically just talked about a general overview of what we wanted to do.

SMCP: *So how do the two of you perceive Spider-Man?*

TK: I think that comic books are unique in the sense that the final vision that comes out on the paper is a synthesis of two or more creators. I tend to write toward more action-oriented stories, although with a character like Spider-Man [you can't help but get involved in] the emotional pieces. I don't know exactly what sort of approach Steven wants to take with it.

SB: That sounds right down my alley. I'm enjoying Spider-Man because it's an action-oriented book, but it's a one-on-one type of action. I'm used to books that have a lot of action in one panel. Whereas that was fun for a while, it kind of got old. I wanted to do one-on-one types of confrontations and relationships. That's refreshing. Terry writes where there are three or four panels per page which frees me up to draw big images.

TK: I always thought the trick was to give total freedom to the artist for the visuals. As the writer, I try to come up with the idea I want to get across on any page, but, as much as possible, I like to leave the visuals to the artist. That's their specialty.

SMCP: *What do you feel you bring to Spider-Man?*

SB: My main strength is that I have a tendency to draw really crazy action scenes. Spider-Man calls for that type of storytelling. I want to continue the quieter scenes, but as far as what got me here, I think it was my action storytelling.

SMCP: *What's crazy about your action scenes?*

SB: I don't know. I've always drawn in the Marvel style. Jack Kirby and John Buscema, all of the classic Marvel artists were my influences as a child. I also see a lot of action films and I try to incorporate what I see in those movies into my art. Comics and movies are closely related and I try to correlate the similarities. I try different angles. I don't want to do just a classic grid layout. I always try to experiment and never repeat myself from one issue to the next. I want to see some kind of growth. If I only learn one thing from one issue to the next, then that's another thing that I can bring to my next work.

TK: I would also like to say that I was impressed with Steven's ability to capture mood and atmosphere. Even the scenes that weren't so heavily action-oriented, he got across a real feeling of power.

SB: That's what you have to do. You don't want a boring page. If it's a book with two guys sitting there drinking coffee, you need to make it as powerful as possible. Spider-Man's going through this dark time right now and I felt that the book needed a little bit of a spooky atmosphere to it.

SMCP: *How about you, Terry. What do you bring to the book?*

TK: Confusion and fear [Laughter], which I think lends itself very well to a character like Peter Parker. I think I share that with him.

SMCP: *Do you find yourself looking at outside influences as Steven does?*

TK: I like to follow other comics. I'm a big reader in general. I'm also a strong believer that, although the basic tenets of storytelling remain the same over the years, there are stylistic approaches and changes that happen that you have to keep up with. I make a concerted effort — as embarrassing as this sounds — to watch MTV to keep up with not only the video storytelling, which I think is a microcosm of what we do, but even their current shows like ***Dead at 21.*** All other media can give you a good reflection of what the storytelling of the times is, too. It is particularly important because we are writing for a youthful audience that we are getting farther and farther away from every day [Laughter].

SMCP: *What particular directors do you find yourself emulating, Steven?*

SB: I like a lot of the classic directors. I love movies like *Citizen Kane* that have a lot of depth and mood. Those are the types of films I like to look at whenever I'm doing a moody-type storyline. They give a totally different perspective on how a scene can be set up, the lighting, camera angles. A lot of the black-and-white movies stand up even today.

SMCP: *What are the advantages and the disadvantages of working on a character with thirty-plus years of continuity behind him?*

TK: Peter Parker basically writes himself. You put him in a particular position and there is little or no question as to what he would do to get out of it, or how he would respond. He's just so well-defined at this point that he is one of the easiest characters to write. By the same token, he's been put in most every situation you could come up with, so it's a little tough to find new situations.

SMCP: *Steven?*

It's pretty intimidating, drawing a character that is the cornerstone of the Marvel Universe. And some of the best artists in the business have done Spider-Man. When I first came on this book, I thought, "I've got to fill these shoes. I've got to make this the best Spider-Man that has ever been." It didn't work. I was overdoing it. I think the first couple of pages of the first issue that I did of **WEB OF SPIDER-MAN** showed that. I had to make sure that every detail — every little thing — sung. I had a talk with Danny and Eric [Group Editor Fingeroth and Editor Fein, respectively] and they said, "Just relax. Be yourself." That's what it's taken, not to think about what I am doing [in a way that hamstrings me]. Like I said — it's intimidating, but exciting, to work on a character that is *this* popular and has such a rich history.

— *Stephen Vrattos*

WEB OF SPIDER-MAN #117, *AMAZING SPIDER-MAN #394*, *SPIDER-MAN #51* AND *SPECTACULAR SPIDER-MAN #217* DELUXE FOIL COVERS. IN ADDITION TO THE BACKUP STORY "THE DOUBLE," THESE DELUXE EDITIONS HAD EXCLUSIVE EXTRAS INCLUDING CHARACTER SKETCHES AND VILLAIN PROFILES.

SPIDER-MAN SKETCH FILE

by Tom Lyle and Mark Bagley

Here's a glimpse into the creation of a couple of brand-new Spidey villains! After receiving written descriptions of Mr. Nacht (right) and Boone (below), Tom and Mark did several sketches. Displayed here are the approved designs (Tom designed Mr. Nacht, and Mark is responsible for Boone).

WEB OF SPIDER-MAN #117 CHARACTER SKETCHES

FROM THE FILES OF DR. ASHLEY KAFKA:

JOHN JAMESON

JOHN JAMESON'S LIFE STORY READS LIKE A SCIENCE FICTION NOVEL. HE WAS ONE OF THE YOUNGEST MEN TO BE ACCEPTED INTO NASA'S ASTRONAUT PROGRAM. HE ORBITTED EARTH AND WALKED ON THE MOON. A GEMSTONE HE FOUND ON THE LUNAR SURFACE TRANSFORMED HIM INTO A MARAUDING CREATURE CALLED THE MAN-WOLF. AT ONE POINT, HE WENT INTO A ANOTHER DIMENSION WHEREIN HE RETAINED HIS INTELLIGENCE IN WOLFEN FORM. HIS INSTINCTS LED HIM TO BECOME THE HERO OF THE DIMENSION'S NATIVES, A BEING CALLED STARGOD. LORD, I CAN SCARCELY BELIEVE ANY OF THIS AS I WRITE IT... BUT IT'S ALL STRAIGHT FROM JOHN, AND THERE'S EVIDENCE TO SUPPORT IT. I SHOULD'VE KNOWN WHEN I TOOK THIS JOB TO EXPECT NOT JUST THE UNEXPECTED BUT THE IMPOSSIBLE.

WHEN JOHN WAS CURED OF BEING THE MAN-WOLF, HE WAS AT LOOSE ENDS. THE SPACE PROGRAM HAD CHANGED. AND WHAT COULD HE EXPERIENCE AS AN ASTRONAUT THAT COULD COMPARE WITH HIS EXPLOITS AS THE STARGOD? AFTER BRIEF, ULTIMATELY UNFULFILLING STINTS AS A PILOT FOR CAPTAIN AMERICA, AND AS A SELF-APPOINTED "MONSTER HUNTER," JOHN'S PATH LED HIM TO HIS CURRENT POSITION AS SECURITY CHIEF AT RAVENCROFT.

I OFTEN WORRY ABOUT JOHN. HIS ABILITY TO BOUNCE BACK FROM ADVERSITY IS INCREDIBLE, AND HIS ALTRUISM IS OBVIOUS, BUT IT SEEMS HIS INTENSE, OVER-ACHIEVING NATURE STEMS DIRECTLY FROM AN UNHEALTHILY ANTAGONISTIC RELATIONSHIP WITH HIS FATHER, NEWSPAPER MOGUL J. JONAH JAMESON. ALL JOHN'S MAJOR DECISIONS SEEM TO BE MADE TO SIMULTANEOUSLY MAKE HIS FATHER PROUD OF HIM, AND TO SHOW THE ELDER JAMESON THAT THE SON DOESN'T NEED HIM TO SUCCEED.

FROM THE FILES OF DR. ASHLEY KAFKA:

EDWARD WHELAN VERMIN

I SUPPOSE MY FIRST REAL "SUCCESS STORY" IN MY RELATIVELY SHORT CAREER COUNSELLING SUPER-POWERED BEINGS HAS TO BE MY ASSISTANT, EDWARD WHELAN. EDWARD HAS FORGED HIS WAY THROUGH A GAUNTLET OF HORROR AND ADVERSITY THAT WOULD HAVE BROKEN MOST OTHER MEN'S SPIRITS ENTIRELY. HIS CHILDHOOD WAS AN ONGOING NIGHTMARE, FILLED WITH UNSPEAKABLE ABUSES OF HIS BODY AND MIND, PERPETRATED BY HIS FATHER. AS A RESULT, EDWARD'S PSYCHE SPUN OFF ANOTHER PERSONA, ONE WHICH WAS DIRTY, FOUL, LESS THAN HUMAN... "DESERVING" OF THE NUMEROUS VIOLATIONS THAT HE WAS SUBJECTED TO.

THIS PERSONA CAME TO THE FORE IN RECENT YEARS, WHEN EDWARD WAS EXPOSED TO A GENE-ALTERING MACHINE BY A TWISTED CRIMINAL MASTER-MIND NAMED BARON ZEMO, WHO APPARENTLY WAS GETTING HIS KICKS AT THE TIME BY MUTATING MEN INTO MONSTERS. EDWARD'S LESS-THAN-HUMAN PERSONA HAD PHYSICALLY MANIFESTED ITSELF: HE BECAME VERMIN, A MAN-SIZED, RAT-LIKE CREATURE, WITH SUPERHUMAN STRENGTH AND A TASTE FOR HUMAN FLESH. THE TERRIBLE CRIMES HE COMMITTED AS VERMIN, THE LIVES LOST TO HIS BESTIAL HUNGER, WERE ALMOST TOO MUCH FOR EDWARD TO BEAR. BUT WITH SPIDER-MAN'S HELP, I'VE MANAGED TO GUIDE HIM ALONG THE RUGGED ROAD BACK TO HUMANITY. IT'S STILL UP TO THE COURTS TO DETERMINE HIS CULPABILITY FOR VERMIN'S CRIMES, BUT THE "VERMIN" PERSONA, ALWAYS MERELY A DEVICE FOR DIVERTING MISPLACED GUILT, SEEMS TO HAVE FINALLY FADED AWAY, AS EDWARD COMES TO TERMS WITH HIS PAST AND FACES HIS FUTURE AS A STRONG MAN, NOT A MONSTER.

FROM THE FILES OF DR. ASHLEY KAFKA:

CARNAGE

IS IT WRONG FOR SOMEONE IN MY PROFESSION TO JUDGE A MAN LIKE CLETUS KASADY AS VERY LIKELY INCURABLE AND IRREDEEMABLE? HIS PSYCHOSIS SEEMS SO STRONG AS TO BE NEARLY IMPENETRABLE THROUGH ANY CONVENTIONAL PSYCHIATRIC MEANS. HIS STRANGE BOND WITH THE ALIEN SYMBIOTE CREATURE WHICH SUPPLIES HIM WITH THE POWERS TO COMMIT HIS ATROCITIES DOESN'T HELP THE MATTER, EITHER. THE SCIENTISTS HERE HAVE TRIED VARIOUS METHODS OF SEPARATING KASADY FROM THE SYMBIOTE WITH NO SUCCESS.THE DEAD PERSONNEL LEFT IN THE WAKE OF HIS LAST ESCAPE ARE A SICKENING TESTAMENT TO THAT. IS THE ALIEN FEEDING KASADY'S PSYCHOSIS? DOES IT HAVE A MIND THAT CAN BE REASONED WITH? I DON'T KNOW. I MAY NEVER KNOW.

AND EVEN THOUGH I'M AWARE OF SOME OF THE CHILDHOOD EXPERIENCES THAT SHAPED KASADY'S HOMICIDAL MANIA, MY OWN MIND KEEPS FLASHING BACK TO THE MANY INNOCENT LIVES LOST IN THE CITY-WIDE MASSACRE LED BY KASADY-- THE ONE THE NEW YORK MEDIA, IN THEIR CONSTANT QUEST FOR SOUND-BITES, DUBBED "MAXIMUM CARNAGE." CLETUS KASADY IS A MAN TRULY IN NEED OF HELP; AT THE SAME TIME HE'S A MASS MURDERER WHO MANY FEEL CAN BE HELPED BY NOTHING BUT DEATH. IT SCARES ME THAT I'M UNSURE OF MY OWN FEELINGS ON THE SUBJECT...

FROM THE FILES OF DR. ASHLEY KAFKA:

CHAMELEON

IT'S STILL VERY EERIE TO ME TO SEE THE CHAMELEON AS HE IS NOW, STRAITJACKETED, BABBLING, HIS MALLEABLE FACE TRANSFORMED INTO A PERPETUALLY FEATURELESS WHITE MASK, REFLECTING HIS INNER TURMOIL OF SEEING HIMSELF AS A NOBODY, A MAN WITHOUT AN IDENTITY. THIS IS CERTAINLY NOT THE CUNNING MASTER CRIMINAL I'D READ ABOUT, THE MASTER OF DISGUISE, THE INTERNATIONAL SPY WHO MANAGED TO AVOID CAPTURE ALL THESE YEARS. UNTIL HE FINALLY WAS TAKEN INTO CUSTODY RECENTLY, NONE OF US KNEW MUCH ABOUT THE CHAMELEON AT ALL. NOW I'VE DISCOVERED THAT THIS MAN HAS BEEN HARBORING A MAJOR IDENTITY CRISIS FOR MOST OF HIS LIFE!

BORN DMITRI SMERDYAKOV IN RUSSIA DECADES AGO, HIS CHILDHOOD WAS SPENT AS A MANSERVANT TO THE ARISTOCRATIC KRAVINOFF FAMILY, AND HE SAW YOUNG SERGEI KRAVINOFF-- THE SAME ONE WHO WOULD GROW UP TO BECOME KRAVEN THE HUNTER-- AS HIS BEST FRIEND, DESPITE THE FREQUENT BEATINGS AND MENTAL ANGUISH INFLICTED ON HIM BY SERGEI, WHO APPARENTLY NEEDED TO REMIND THE PEASANT SMERDYAKOV OF HIS PLACE. THIS TOUCHED OFF NOT ONLY SMERDYAKOV'S LOVE-HATE RELATIONSHIP WITH KRAVINOFF, WHICH MASQUERADED AS DELUDED IDOL WORSHIP UNTIL WELL AFTER THE LATTER'S SUICIDE, BUT ALSO HIS VIEW OF HIMSELF AS A MAN WITHOUT AN IDENTITY, WHO HAD TO TAKE ON THE FACES OF OTHERS TO HAVE AN IDENTITY OF HIS OWN. HENCE HIS LIFELONG OBSESSION WITH DISGUISES... AND HIS CHOSEN CAREER.

IN HIS MOST RECENT CONFLICT WITH SPIDER-MAN, SMERDYAKOV'S BURIED RESENTMENT OF KRAVINOFF FINALLY BOILED OVER, AS DID HIS SIMMERING SELF-LOATHING AND PERCEIVED LACK OF IDENTITY. THE RESULT IS THE NEAR-CATATONIC FIGURE CURRENTLY IN THE CELL, MUMBLING THE SAME CHILLING WORDS TO HIMSELF LIKE A MANTRA: "NOTHING... NOTHING... NOTHING..."

FROM THE FILES OF DR. ASHLEY KAFKA:

CARRION

MALCOLM MCBRIDE IS SOMEWHAT UNIQUE AMONG THE INMATES HERE. UNLIKE SO MANY OF THE OTHERS, MALCOLM'S CHILDHOOD WAS NOT FILLED WITH ABUSES OR DISFUNCTIONAL FAMILY RELATIONSHIPS. THERE WERE NO HORRIFYING EXPERIENCES, BURIED AS A CHILD, BUBBLING UNDER THE SURFACE, WAITING TO EXPLODE AND CONSUME THE ADULT. THERE'S NO EVIDENCE THAT MALCOLM GREW UP WITH ANYTHING BUT A NORMAL, HEALTHY FAMILY UNIT.

NO, IT WAS AN EXTERNAL AGENT THAT UNLEASHED THE HORROR CALLED CARRION -- A VIRUS ALLEGEDLY SYNTHESIZED BY THE LATE MILES WARREN THAT MALCOLM ACCIDENTALLY INFECTED HIMSELF WITH IN A COLLEGE EXPERIMENT. I KNOW OF NO SCIENTIFIC EXPLANATION FOR HOW THE "CARRION VIRUS" WORKS; THE ONLY DESCRIPTION THAT SEEMS TO FIT IS THAT IT SOMEHOW BRINGS A PERSON'S "DARK SIDE" TO THE FORE OF ONE'S CONSCIOUSNESS, BRINGING OUT THE HIDDEN EVIL THAT LURKS INSIDE US ALL. THIS IS IN ADDITION TO GRANTING THE HOST THE GHASTLY ABILITY TO KILL INSTANTANEOUSLY WITH A TOUCH. AT THE END OF MALCOLM'S MOST RECENT TRANSFORMATION INTO CARRION, THE VIRUS WAS SOMEHOW DRAINED FROM HIS BODY BY SHRIEK, IN EFFECT PURGING MALCOLM OF THE CURSE OF CARRION, SEEMINGLY FOR GOOD.

IF ONLY IT WERE AS EASY TO EXORCISE THE GUILT THAT STILL PLAGUES MALCOLM MCBRIDE. THE INNOCENT LIVES THAT HE SNUFFED OUT WHILE UNDER THE CONTROL OF THE VIRUS STILL HAUNT HIS DREAMS FREQUENTLY, AND I DON'T FEEL RIGHT RELEASING HIM UNTIL HE CAN SHAKE THOSE NIGHTMARES. I HOPE HIS MOTHER UNDERSTANDS WHY HER SON MUST STAY HERE FOR NOW, AND I HOPE SHE UNDERSTANDS THAT HER LOVE AND SUPPORT ARE NEEDED NOW MORE THAN EVER.

SPECTACULAR SPIDER-MAN #217 PINUP BY MIKE McKONE, MARK McKENNA AND MICK GRAY

THE "POWER AND RESPONSIBILITY" DELUXE EDITIONS ALSO CONTAINED THESE PROMOS FOR THE FOLLOWING MONTH'S STORYLINES. ART BY STEVEN BUTLER, MARK BAGLEY & LARRY MAHLSTEDT

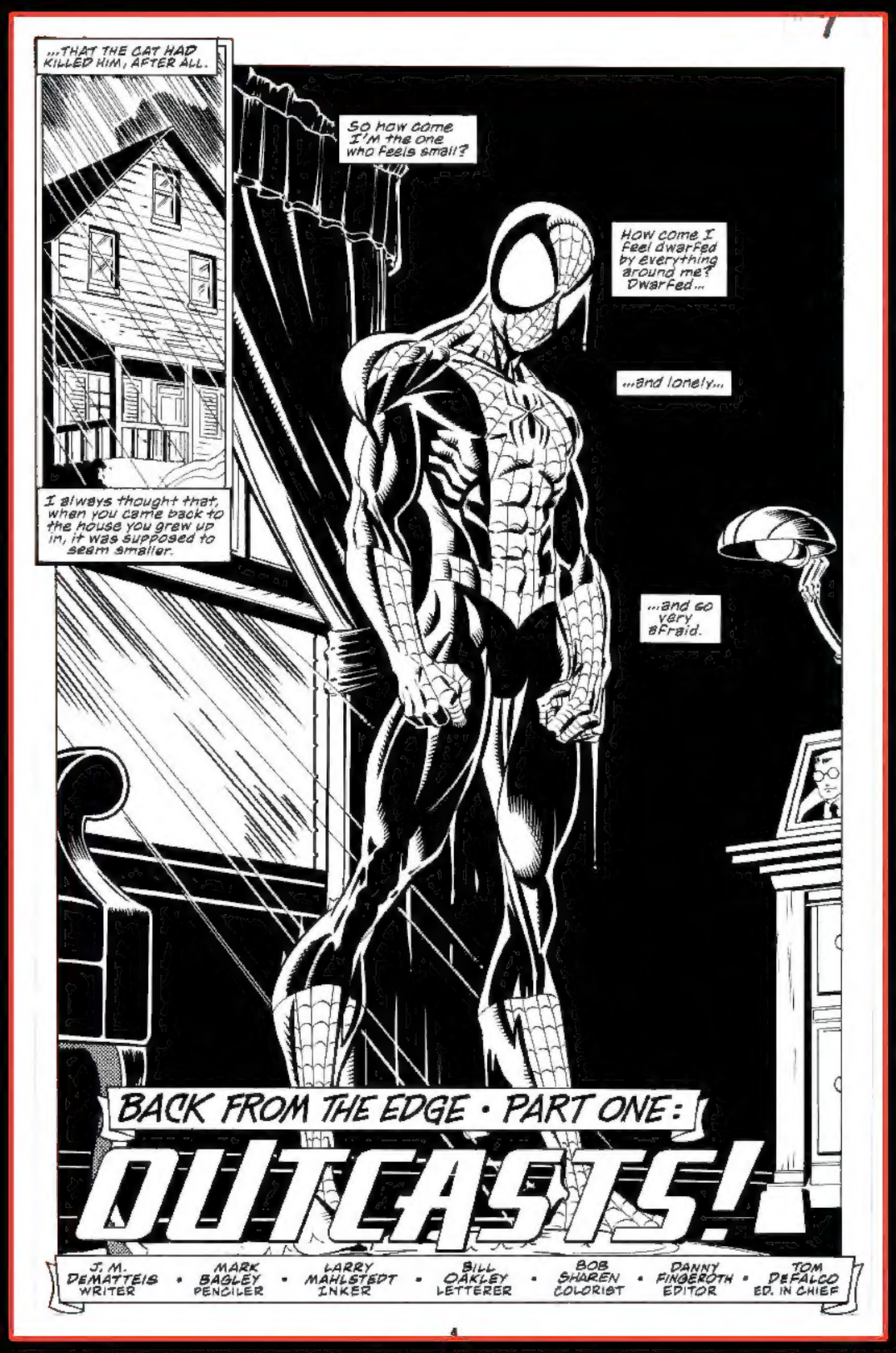
THE EXILE RETURNS

He's a wanderer--a man without a home, a being with only a *copied* identity. He's spent precious time in self-imposed exile--denying his *responsibility*. Now, at a time of great tragedy in the Parker family, Peter Parker's clone has come home...to glimpse a life he's never allowed himself to live...and to accept the soul he never believed he *had*. Along the way he encounters Spider-Man's deadliest enemy, *Venom*. In the pages of WEB OF SPIDER-MAN and SPIDER-MAN, **"The Exile Returns."**

BACK FROM THE EDGE

Spider-Man's arduous crawl back to reclaim his humanity is showcased in AMAZING SPIDER-MAN and SPECTACULAR SPIDER-MAN, but a cavalcade of new and returning foes--among them *the Puma, the Vulture, Doc Ock,* and a mysterious new female villain--are determined to cut short his quest to come **"Back from the Edge!"**

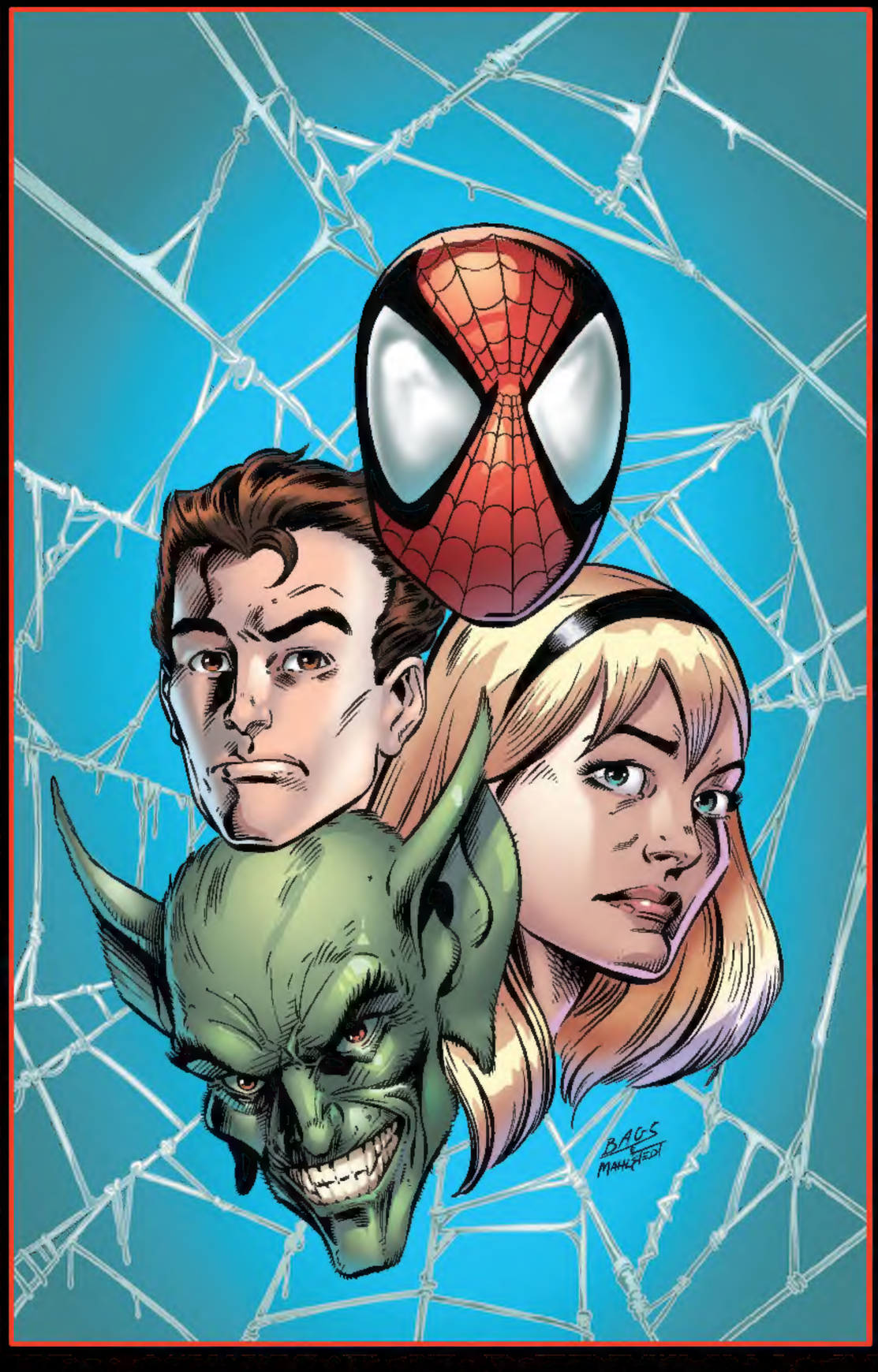
BAGLEY & MAHLSTEDT



AMAZING SPIDER-MAN #395,
PAGE 4 ART BY MARK BAGLEY & LARRY MAHLSTEDT
COURTESY OF HERITAGEAUCTIONS.COM

SPECTACULAR SPIDER-MAN #219
UNUSED COVER ART BY SAL BUSCEMA

SPIDER-MAN: THE COMPLETE CLONE SAGA EPIC VOL. 1 TPB
COVER BY RON LIM, AL MILGROM & THOMAS MASON



SPIDER-MAN: CLONE SAGA OMNIBUS VOL. 1 HC
COVER BY MARK BAGLEY, LARRY MAHLSTEDT &
VERONICA GANDINI

SPIDER-MAN'S CLONE IS BACK!

Spidey thought his clone was long dead, but where has the man now called Ben Reilly been for the last five years? Why has he returned? And is he Peter Parker's dark side — or his better half? As the mysterious Judas Traveller and his companions study the two Spiders, Ben enjoys a new lease on life — suiting up as the Scarlet Spider and swinging into action against Venom! But an unstable Peter is pushed to the brink in a confrontation with the Puma. Can Daredevil help bring him back from the edge? No other Spider-storyline was as innovative or infamous as the 1990s' Clone Saga, and this is where it all begins!

WEB OF SPIDER-MAN #117-119, AMAZING SPIDER-MAN #394-396, SPIDER-MAN #51-53, SPECTACULAR SPIDER-MAN #217-219 AND SPIDER-MAN UNLIMITED #7

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